

THE
LION KING



01

Disney's THE LION KING

**A tale of courage,
adventure and humor**

IN THE AFRICAN PRIDE LANDS, SIMBA, THE LION IS BORN. THE FEISTY CUB BEFRIENDS THE LIONESS CUB, NALA, AND ADORES HIS FATHER MUFASA, THE LION KING. BUT SCAR, MUFASA'S THRONE-HUNGRY BROTHER, KILLS MUFASA THEN BLAMES SIMBA. GUILT-RIDDEN, SIMBA FLEES. HE MEETS PUMBAA, A WARTHOG, AND TIMON, A MEERKAT, WHO LIVE LIFE WITH NO WORRIES. YET, SIMBA IS STILL TROUBLED. HELPED BY NALA, HE RETURNS HOME, DEFEATS SCAR AND CLAIMS HIS RIGHT AS KING. IN TIME, A FUTURE KING IS BORN

TO SIMBA AND NALA.
THE CIRCLE OF LIFE IS
COMPLETED AGAIN.

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Animals and birds stir

AS THE SUN RISES OVER THE AFRICAN PLAIN, ANIMALS AND BIRDS STIR, MIGRATING THROUGH THE BRILLIANT LANDSCAPE PAST ROSE-TINTED MOUNTAIN PEAKS AND A CASCADING WATERFALL. THEY ARE HEADED FOR PRIDE ROCK—AN IMPRESSIVE MOUNTAIN STANDING TALL AND CASTLE-LIKE IN THE CENTER OF THE PRIDE LANDS.



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The animals wait

ANIMALS OF ALL KINDS — ELEPHANTS, ANTELOPE, GIRAFFES AND CHEETAHS GATHER BELOW PRIDE ROCK AND WAIT. SILENCE FALLS. ZAZU, A FUSSBUDGET HORNBILL AND THE KING'S ADVISOR, LANDS ON A PLATEAU WHERE MUFASA, THE REGAL LION KING WAITS. ZAZU GESTURES TO MUFASA THAT ALL IS READY, THEN RESPECTFULLY BACKS AWAY.



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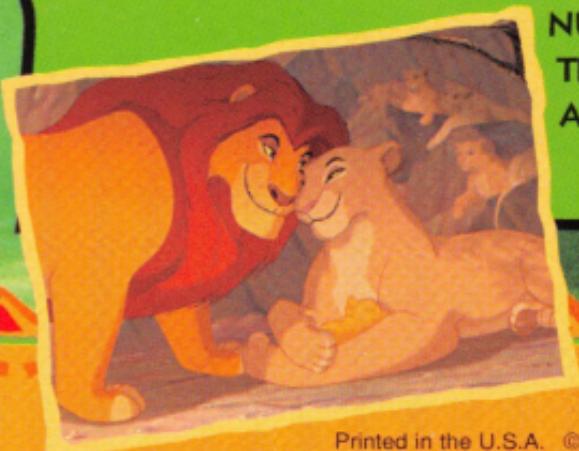


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The ceremony is about to begin

FROM THE PLATEAU, MUFASA LOOKS AT THE ANIMALS GATHERED BELOW. THEN RAFIKI, A WISE OLD BABOON, HOBBLES FROM THE CROWD AND SCALES THE CLIFF. HE PULLS HIMSELF OVER THE EDGE AND MAKES HIS WAY TO MUFASA, WHO LEADS HIM TO THE PLACE WHERE SARABI NESTLES HER NEWBORN CUB. AS RAFIKI LOOKS ON AT THE HAPPY FAMILY, MUFASA LOVINGLY NUZZLES SARABI. THE CEREMONY IS ABOUT TO BEGIN.



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Rafiki lifts Simba for all to see

LIKE AN ANCIENT SHAMAN, RAFIKI SHAKES A GOURD OVER NEWBORN SIMBA. HE CRACKS THE GOURD OPEN AND SMEARS A LITTLE JUICE ON THE CUB'S FOREHEAD. CONTINUING THE CEREMONY, HE TAKES A HANDFUL OF DIRT AND SPRINKLES IT OVER SIMBA, WHO SNEEZES. THEN RAFIKI LIFTS SIMBA FOR ALL TO SEE. THE ANIMALS REACT WITH JOY—ELEPHANTS TRUMPET THEIR TRUNKS AND

ZEBRAS STAMP THEIR HOOVES.
A NEW LION KING IS BORN.



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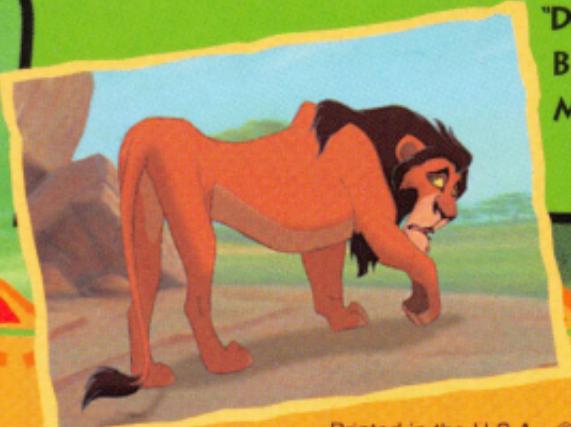


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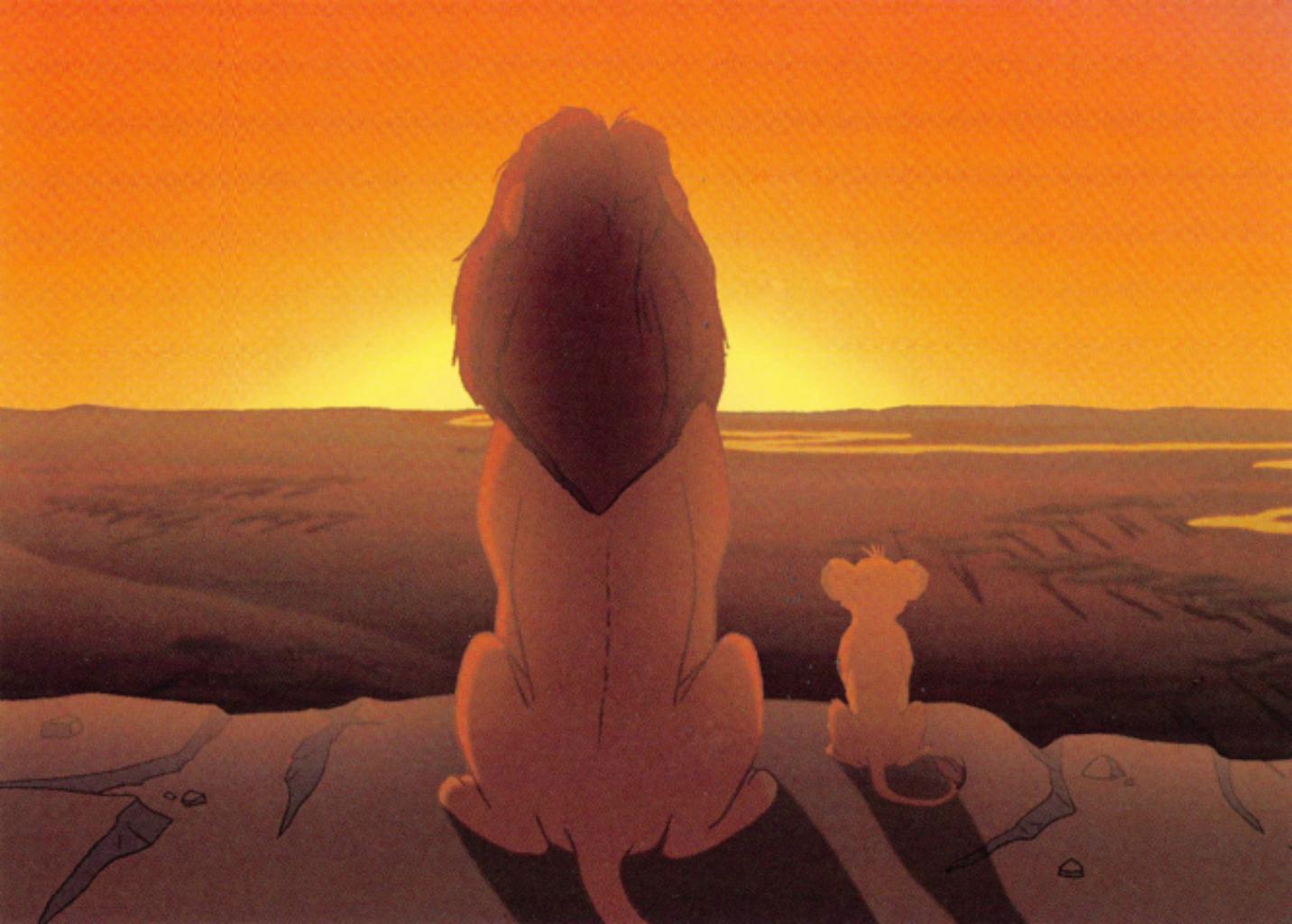
"Don't turn your back on me!"

AFTER THE CEREMONY, MUFASA AND ZAZU GO TO SEE SCAR, MUFASA'S DEVIOUS, CUNNING BROTHER. "I DIDN'T SEE YOU AT THE PRESENTATION OF SIMBA," MUFASA TELLS HIS BROTHER, CONCERNED. "MUST HAVE SLIPPED MY MIND," SCAR REPLIES SARCASTICALLY. IF IT WERENT FOR THE LITTLE RUNT, SCAR BELIEVES, HE WOULD BE FIRST IN LINE FOR KING. THEN, SCAR RUDELY WALKS AWAY.

"DON'T TURN YOUR BACK ON ME!"
MUFWASA SHOUTS.



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Disney's THE **LION KING**

Everything the light touches is our kingdom

MANY MONTHS PASS. MUFASA AND SIMBA LOOK OUT OVER THE PRIDE LANDS. "SIMBA, LOOK," MUFASA TELLS HIS SON, "EVERYTHING THE LIGHT TOUCHES IS OUR KINGDOM." SIMBA IS AMAZED. MUFASA CONTINUES. "A KING'S TIME AS RULER RISES AND FALLS LIKE THE SUN. ONE DAY THE SUN WILL SET ON MY TIME HERE AND WILL RISE WITH YOU AS THE NEW KING."





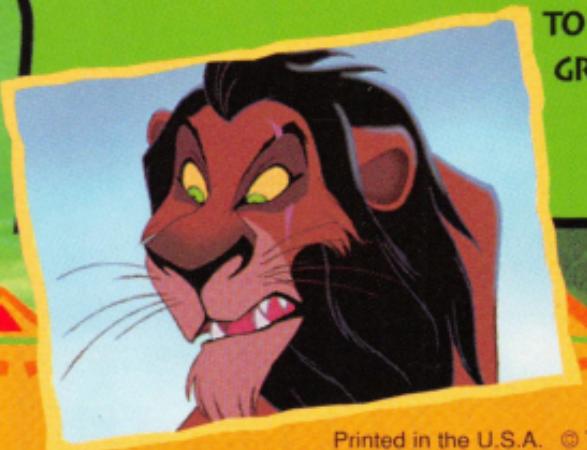
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The forbidden elephant graveyard

WHILE MUFASA GOES TO WARD OFF HYENAS FROM THE PRIDE LANDS, SIMBA TELLS HIS UNCLE SCAR HE'S GOING TO RULE THE KINGDOM ONE DAY. FILLED WITH JEALOUSY, SCAR HATCHES HIS EVIL PLAN. HE TELLS SIMBA ABOUT THE FORBIDDEN ELEPHANT GRAVEYARD, WARNING HIM NOT TO GO THERE, YET KNOWING SIMBA'S CURIOSITY WILL LEAD HIM STRAIGHT TO THAT PERILOUS GRAVEYARD.



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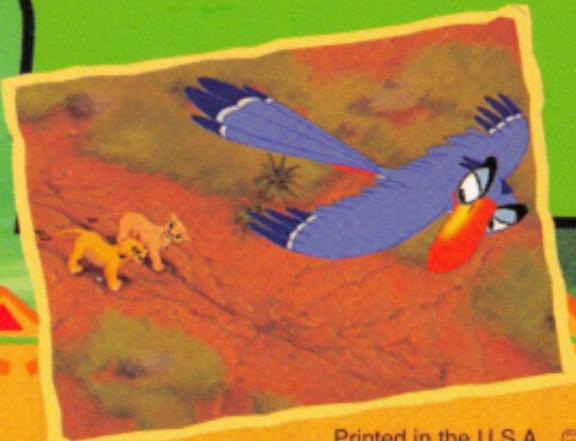


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Eager for adventure

NALA'S MOTHER SARAFINA GIVES HER LIONESS CUB A BATH. "HEY, NALA," SIMBA SAYS TROTTING IN. HE TELLS HER ABOUT A SCARY NEW PLACE — THE ELEPHANT GRAVEYARD. SO, PRETENDING TO HEAD FOR THE WATERHOLE, THE TWO APPROACH THE EERIE GRAVEYARD, WHILE ZAZU HOVERS ABOVE, "CUBSITTING." SIMBA AND NALA TRY TO DITCH THE DODO!



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**"I just can't wait
to be king."**

SIMBA AND NALA SCHEME TO GET AWAY FROM ZAZU, WHO INTERPRETS THEIR WHISPERING AS A SIGN OF BLOSSOMING ROMANCE. HE TELLS THE CUBS THEY WILL MARRY ONE DAY. "YUCK!" CRIES SIMBA. "I CAN'T MARRY HER. SHE'S MY FRIEND. WHEN I'M KING I'LL DO AWAY WITH THAT RULE." AS SIMBA SINGS ABOUT HIS FUTURE REIGN, HE AND NALA PLAY AND POUNCE.



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The getaway

AS SIMBA CONTINUES HIS SONG, THROUGHOUT THE JUNGLE ALL KINDS OF IMAGINARY ANIMALS JOIN IN HIS COLORFUL KINGDOM — ELEPHANTS SWING THEIR TRUNKS, BIRDS FLY AND OSTRICHES RUN ALONG. STILL TRYING TO ESCAPE FUSSBUDGET ZAZU, SIMBA AND NALA TRY A GETAWAY JUMPING ON TWO OSTRICHES AND TROT OFF!

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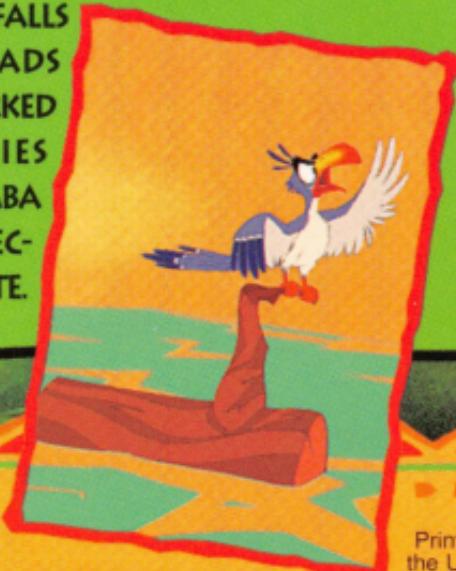


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A spectacular zebra salute

FLYING BACKWARDS, ZAZU CATCHES UP WITH THE OSTRICH-RIDING CUBS, CHIDING THEM UNTIL HE CRASHES INTO A RHINO RUMP — OOPS! THE SONG CONTINUES AS NALA TELLS ZAZU, "KINGS DONT NEED ADVICE FROM LITTLE HORNBILLS FOR A START." THEN ZAZU FALLS ON A LOG AND HEADS OVER A WATERFALL IRKED AND DAMP, HE FLIES BACK UP TO FIND SIMBA AND NALA IN A SPEC-TACULAR ZEBRA SALUTE.

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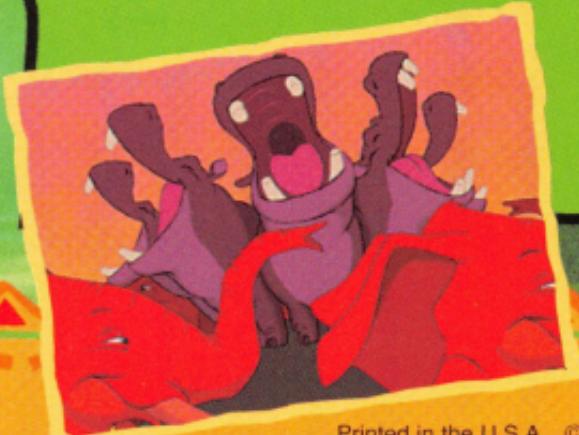


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A brightly-colored pyramid

AS SIMBA CONTINUES SINGING "I JUST CAN'T WAIT TO BE KING," ANIMALS BEGIN TO STACK UP — HIPPOS, GIRAFFES, MONKEYS AND BIRDS FORM A BRIGHTLY-COLORED PYRAMID WITH ZAZU AT THE BOTTOM. UNABLE TO BALANCE ANY LONGER, ZAZU COLLAPSES, SIMBA AND NALA GO FLYING, AND THE PYRAMID TOPPLES WITH ZAZU UNDERNEATH!



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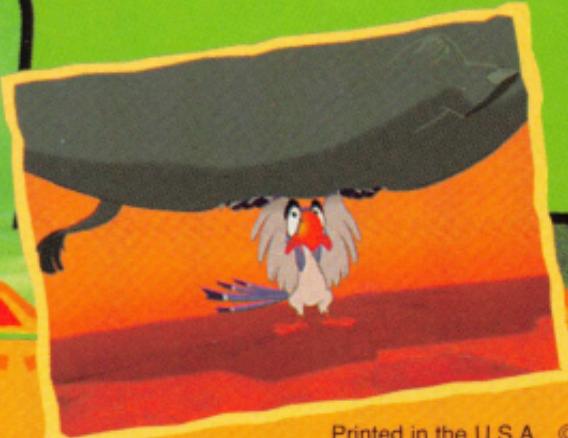
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Toward the elephant graveyard

ZAZU STRUGGLES TO FREE HIMSELF FROM
BENEATH A RHINO RUMP. "I BEG YOUR
PARDON, MADAM. GET OFF!" HE SAYS IN A
MUFFLED TONE. EXASPERATED, HE CONTINUES.
"SIMBA? . . . NALA?" BUT THEY'RE NOWHERE TO
BE FOUND. THEY'VE HEADED TOWARD THE
ELEPHANT GRAVEYARD.



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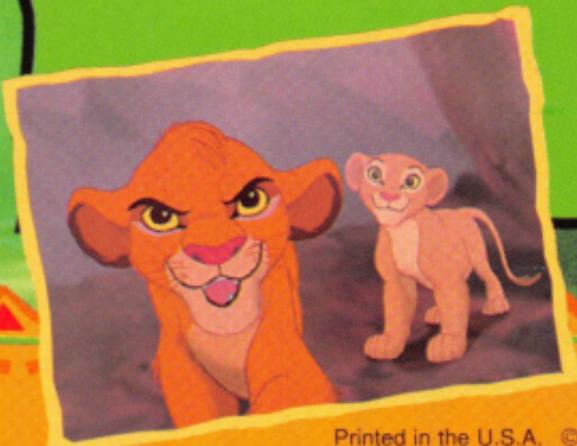


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**A spooky sight
to behold**

SIMBA AND NALA REACH THE ELEPHANT GRAVEYARD — A FOREBODING PLACE WHERE BONES LIE IN SULPHUROUS POOLS AND STEAM Hisses FROM THE GROUND. LOOMING ABOVE IS A HUGE ELEPHANT SKULL SIMBA AND NALA STOP DEAD IN THEIR TRACKS — IT'S A SPOOKY SIGHT TO BEHOLD.



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"I laugh in the face of danger."

SIMBA IS ABOUT TO ENTER A HUGE EYE SOCKET IN THE ELEPHANT SKULL WHEN ZAZU SWOOPS IN TO CHIDE HIM. "WE'RE WAY BEYOND THE BOUNDARY OF THE PRIDE LANDS," HE WARNS. "HAI!" SIMBA SAYS. "I WALK ON THE WILD SIDE. I LAUGH IN THE FACE OF DANGER." THEN, HIDEOUS LAUGHTER ERUPTS.



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**A trio of vicious,
wise-cracking hyenas**

AS THE LAUGHTER GROWS LOUDER AND LOUDER, A TRIO OF VICIOUS, WISE-CRACKING HYENAS NAMED SHENZI, BANZAI AND ED SLINK OUT AND SURROUND SIMBA, NALA AND ZAZU. THE GRAVEYARD IS THEIR HOME — AND THEY DON'T WELCOME INTRUDERS!



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"Did we order this dinner to go?"

"WHAT HAVE WE GOT HERE?" SHENZI, THE FEMALE HYENA GROWLS. "A TRIO OF TRESPASSERS," BANZAI SHOUTS. ED, THE THIRD HYENA, JUST LAUGHS. LICKING THEIR CHOPS, THE HYENAS ARGUE ABOUT WHO WILL GET WHAT FOR DINNER. SIMBA AND NALA TRY TO ESCAPE. "HEY!" BANZAI SHOUTS. "DID WE ORDER THIS DINNER TO GO?" "NO, WHY?" SHENZI ASKS. "CAUSE THERE IT GOES!"



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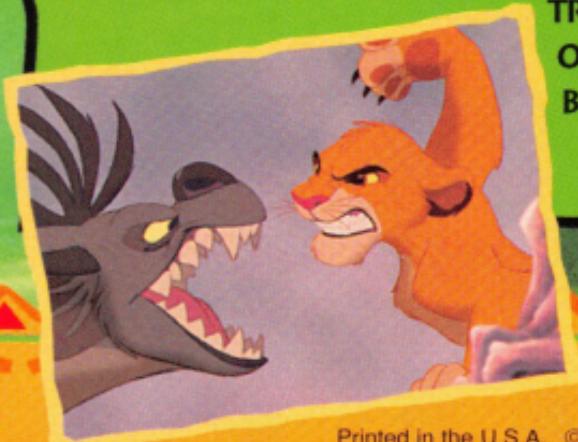


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Trapped!

WITH THE HYENAS HOT ON THEIR HEELS, SIMBA AND NALA TRY THEIR BEST TO SCALE AN ELEPHANT SKULL, BUT IT'S VERY SLIPPERY. THE CUBS FALL AND SLIDE DOWN A LONG ELEPHANT SPINE AND LAND IN A PILE OF BONES. AS THE HYENAS GAIN ON THEM, SIMBA AND NALA ARE FORCED INTO A DEAD END. AS THEY CLIMB AN ELEPHANT CARCASS AS A LAST RESORT, THE DRY BONES GIVE WAY. SIMBA AND NALA ARE

TRAPPED IN A CAGE
OF ELEPHANT RIB
BONES!



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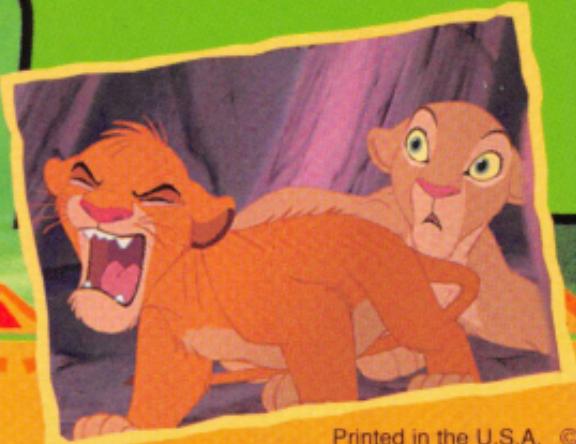


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A mighty roar erupts

PACING OUTSIDE THE CAGE OF BONES WHERE SIMBA AND NALA ARE TRAPPED, SHENZI LAUGHS HYSTERICALLY. "LOOK, BOYS! A KING FIT FOR A MEAL," SHE SAYS. "HERE, KITTY-KITTY," BANZAI TAUNTS. SIMBA TRIES TO ROAR, BUT ALL THAT COMES OUT IS A LITTLE SQUEAK. THEN, A MIGHTY ROAR ERUPTS — IT'S MUFASA — COME TO SAVE HIS SON, NALA AND ZAZU! THE COWARDLY HYENAS RUN OFF.



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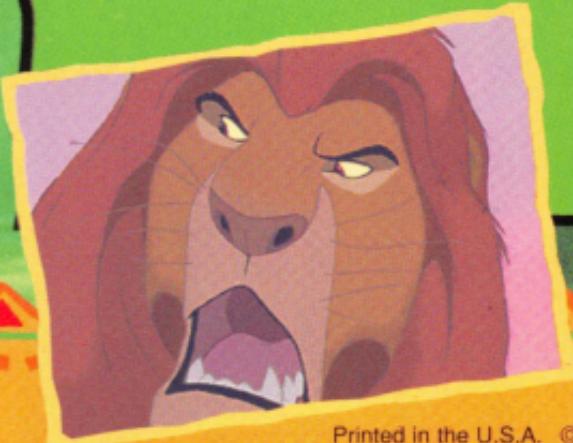
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"Dad, I'm ... I'm sorry."

"YOU DELIBERATELY DISOBeyed ME!" MUFASA SCOLDS SIMBA, AS HE LEADS THE WAY HOME WITH NALA AND ZAZU TRAILING BEHIND. SIMBA FOLLOWS, HEAD HUNG LOW. "DAD, I'M ... I'M SORRY," HE SAYS. "LET'S GO HOME," MUFASA FUMES. AS THEY WALK ALONG, NALA SHOOTS SIMBA A GLANCE THEN WHISPERS, "I THOUGHT YOU WERE VERY BRAVE."



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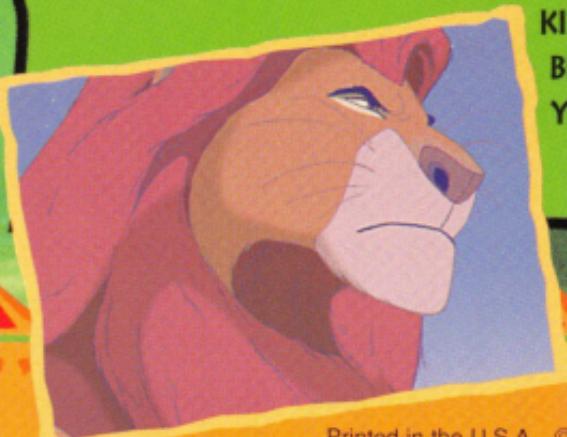


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**"The kings will always
be there to guide you."**

LATER THAT EVENING, MUFASA AND SIMBA HAVE A FATHER-SON TALK BENEATH THE VAST, STAR-FILLED SKY. "YOU COULD HAVE BEEN KILLED!" MUFASA TELLS SIMBA STERNLY. "I WAS JUST TRYING TO BE BRAVE, LIKE YOU," SIMBA SAYS TEARFULLY. TO REASSURE HIS SON, MUFASA TELLS HIM SOMETHING HIS FATHER TOLD HIM: "THE GREAT KINGS OF THE PAST LOOK DOWN FROM THE STARS. WHENEVER YOU FEEL ALONE, REMEMBER THE

KINGS WILL ALWAYS
BE THERE TO GUIDE
YOU. AND SO WILL I."



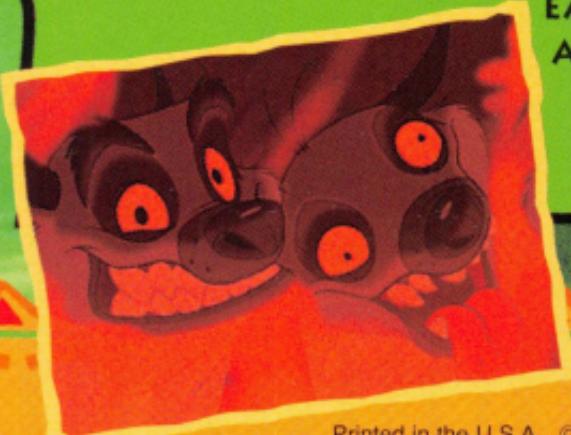
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Scar sings of his plan

MEANWHILE, SCAR APPEARS AT THE HYENAS' LAIR. "I PRACTICALLY GIFT-WRAPPED THOSE CUBS FOR YOU," HE SAYS, "AND YOU COULDNT EVEN DISPOSE OF THEM." THEN SCAR STRIKES A DEAL WITH THE HYENAS. IF THEY HELP KILL MUFASA AND SIMBA, SCAR WILL BECOME KING AND HE'LL MAKE SURE THE HYENAS NEVER GO HUNGRY AGAIN. AS SCAR DETAILS HIS OMINOUS PLAN, STEAM SHOOTS UP AND THE EARTH SHAKES AROUND HIM.



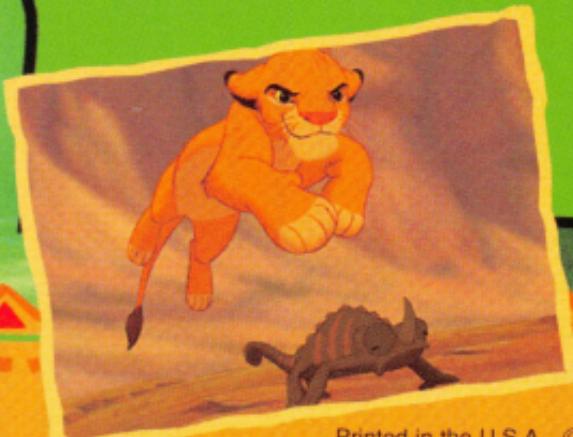
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A surprise to die for

THE NEXT DAY, SCAR PUTS HIS PLAN INTO ACTION. LURING SIMBA INTO A NARROW DEAD-END GORGE HE TELLS HIM TO WAIT BECAUSE HIS FATHER HAS A SURPRISE FOR HIM. "UNCLE SCAR, WILL I LIKE THE SURPRISE?" SIMBA ASKS. "IT'S TO DIE FOR," SCAR SNEERS, THEN TROTS OFF. DRUMMING HIS PAWS IN BOREDOM, SIMBA DECIDES TO WORK ON HIS ROAR WHILE WAITING FOR HIS FATHER.



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Simba runs for his life

UNAWARE OF THE DANGER SCAR HAS PLACED HIM IN, SIMBA CONTINUES WORKING ON HIS ROAR. "RRROARRRRRRRR!" HE GROWLS. IT'S GETTING BETTER — IT EVEN ECHOES OFF THE CANYON WALLS! THEN A SOUND LARGER THAN SIMBA'S ROAR GROWS LOUDER AND LOUDER. IT'S A HUGE STAMPEDE OF WILDEBEEST — THUNDERING TOWARD HIM. TERRIFIED, SIMBA RUNS FOR HIS LIFE.



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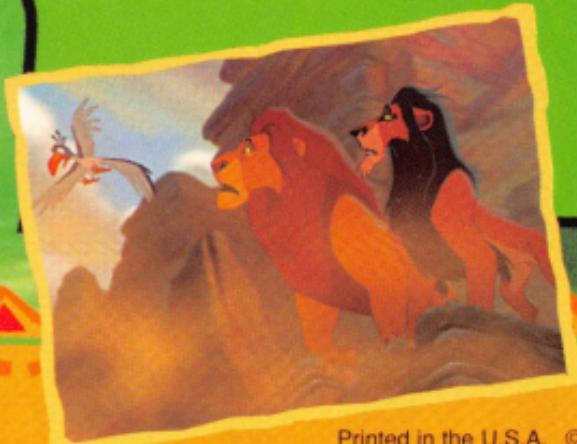
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Mufasa plunges into the gorge

AS SIMBA RUNS DEEPER INTO THE GORGE, THE HYENAS RACE BEHIND THE WILDEBEEST, NIPPING AT THEIR HOOVES. MEANWHILE, ZAZU AND MUFASA NOTICE RISING DUST BELOW. SUDDENLY, SCAR APPEARS, FEIGNING PANIC. "MUFASA! QUICK! STAMPEDE! SIMBA'S DOWN THERE!" MUFASA PLUNGES INTO THE GORGE, BATTLING UPSTREAM THROUGH THE ONCOMING STAMPEDE.



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"Hold on!"

FINDING WHAT REFUGE HE CAN FROM THE ONCOMING HERD, SIMBA SCRAMBLES UP THE BRANCH OF A DEAD TREE. LOOKING UP, HE SEES ZAZU FLYING OVERHEAD. "ZAZU! HELP ME!" SIMBA CRIES. "YOUR FATHER IS ON HIS WAY!" SHOUTS ZAZU. "HOLD ON!" AS SIMBA CLINGS FOR HIS LIFE, A WILDEBEEST CRASHES INTO THE BRANCH, AND SIMBA FLIPS INTO THE AIR.



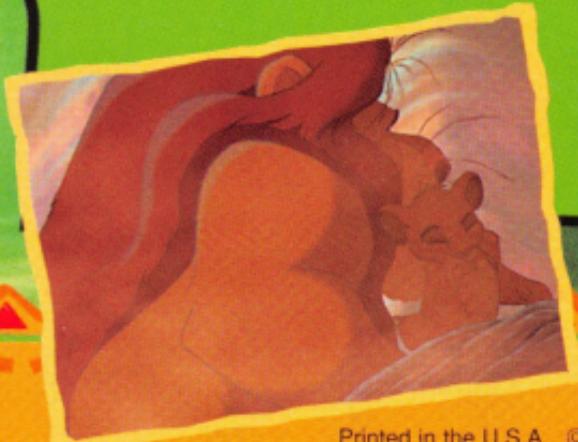
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Mufasa catches Simba

MUFASA CATCHES SIMBA AND RUNS WITH THE CUB IN HIS MOUTH. BUT BEFORE HE CAN REACH SAFETY, MUFAZA IS HIT BY A WILDEBEEST. THE CUB TUMBLES INTO THE MIDST OF THE DANGEROUS HERD! MUFAZA DODGES THE TRAMPLING HOOVES, PULLS SIMBA AWAY AND SHOVES HIS SON ON A ROCKY LEDGE—SAFELY OUT OF DANGER.



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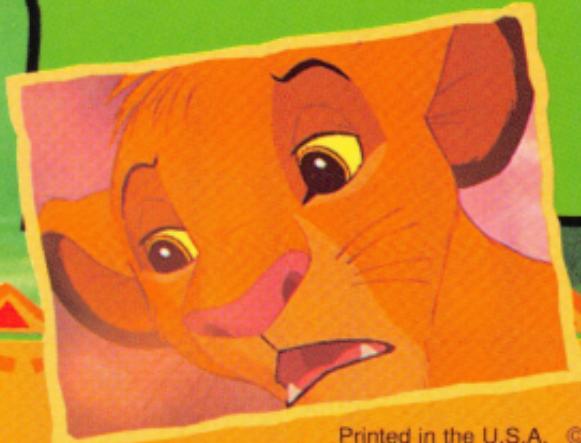
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Mufasa disappears

SAFE ON THE LEDGE, SIMBA WATCHES AS HIS FATHER IS KNOCKED BACK INTO THE STAMPEDE. MUFAZA DISAPPEARS UNDER THE GALLOPING WILDEBEEST. SIMBA HEARS HIS FATHER'S CRIES—BUT HE CANNOT SEE HIM. "DAD!" SIMBA CRIES OUT. "DAD!"



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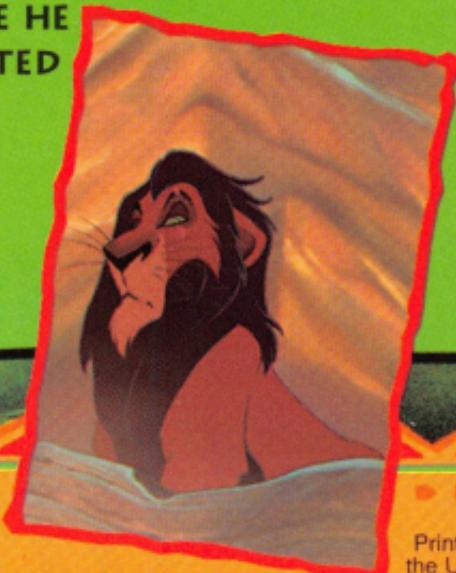


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Mufasa fears for his life

TERRIBLY WOUNDED, MUFASA MAKES ONE LAST VALIANT LEAP FOR THE STEEP INCLINE. LOOSE ROCKS GIVE WAY AS MUFASA STRUGGLES UP THE INCLINE INCH BY INCH, BARELY MANAGING TO MAKE IT TO A ROCKY OVERHANG WHERE HE CLINGS, EXHAUSTED AND WEAK.



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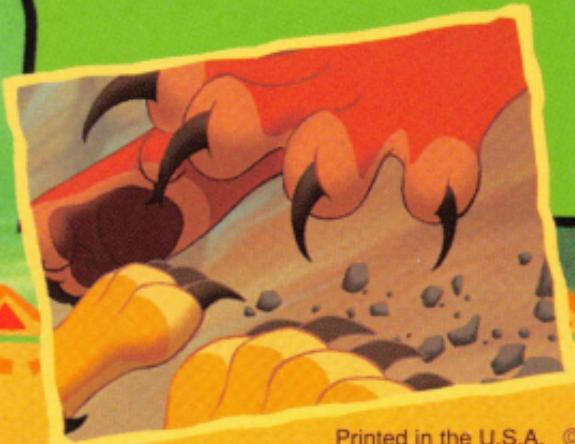
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**"Long live
the king."**

SCAR LOOMS ABOVE MUFASA. "SCAR, HELP ME!" MUFASA CRIES. SCAR DOESN'T ANSWER. "BROTHER — HELP ME?" MUFASA CRIES AGAIN. SCAR DELIBERATELY DIGS HIS CLAWS INTO MUFASA AND SHOVES HIS FACE CLOSE TO HIS PLEADING EYES. "LONG LIVE THE KING," SCAR WHISPERS IN A VOICE FULL OF HATE. HE RELEASES HIS GRIP. MUFASA FALLS.



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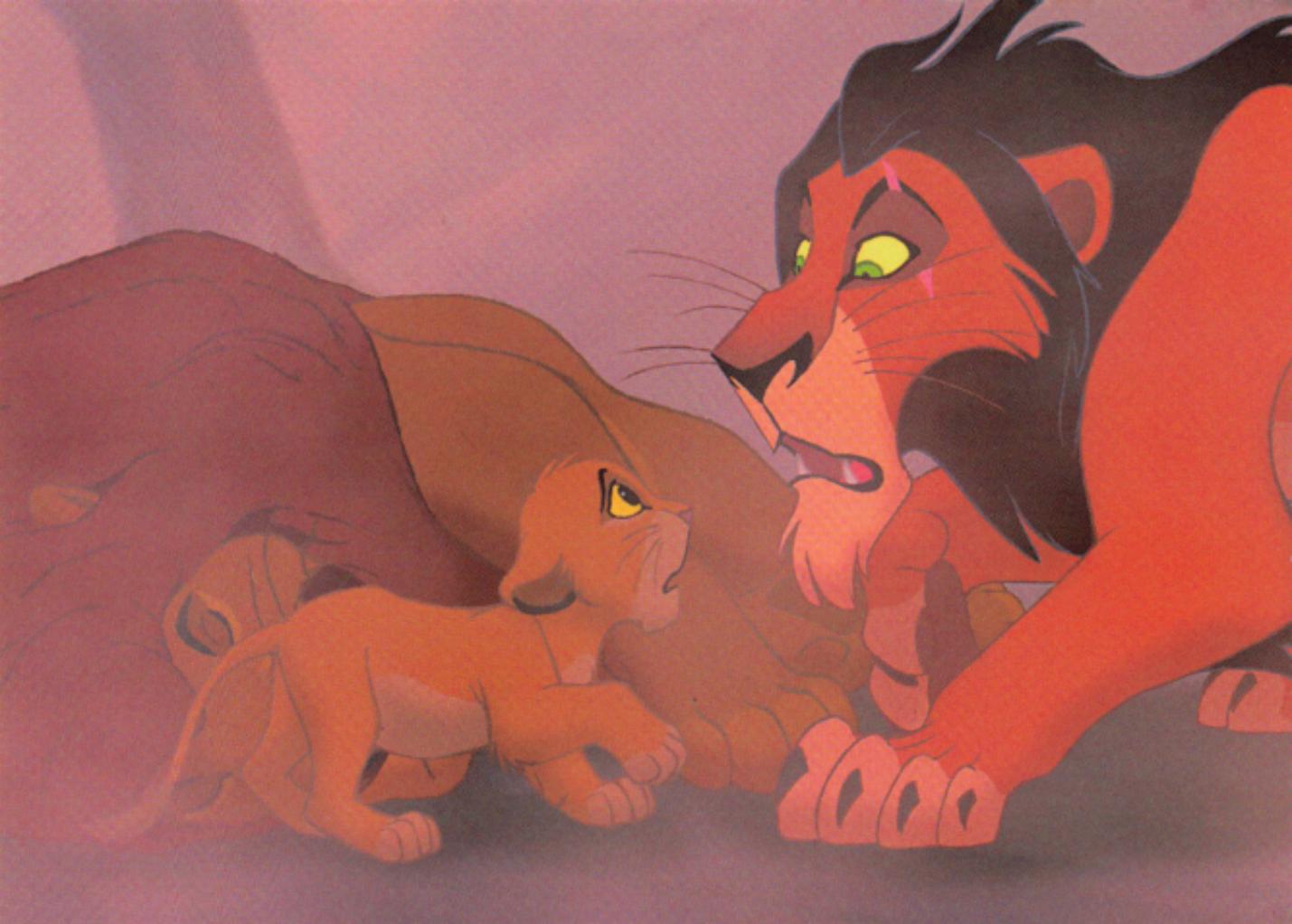
"Noooooooooo!"

SIMBA SEES HIS FATHER DISAPPEAR. "NOOOOOOOO!" HE CRIES, RUNNING INTO THE DUST-FILLED GORGE. "DAD!?" HE SHOUTS. SIMBA HEARS A SOUND AND TURNS TO LOOK. "DAD?..." BUT THE SOUND IS ONLY A STRAY WILDEBEEST RUNNING OFF. ITS MOVEMENT GUIDES SIMBA'S GAZE TO HIS FATHER'S LIFELESS FORM.



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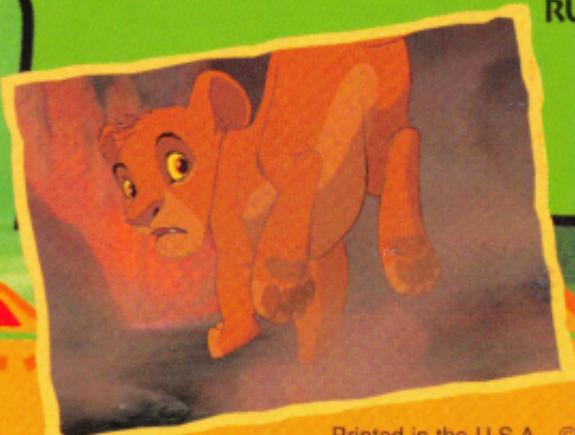
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Simba runs away

RUSHING TO HIS FATHER'S SIDE, SIMBA NUZZLES HIM. MUFASA DOES NOT RESPOND. HIS POWERFUL FORM LIES STILL AND SILENT. "DAD, YOU GOTTA GET UP!" SIMBA SHOUTS, PANIC STRICKEN. HUDDLING NEXT TO MUFASA, SIMBA SOBS IN HIS MANE. TAKING ADVANTAGE OF THE MOMENT, TREACHEROUS SCAR BLAMES SIMBA FOR HIS FATHER'S DEATH. DEVASTATED AND GUILT-RIDDEN, SIMBA RUNS AWAY.



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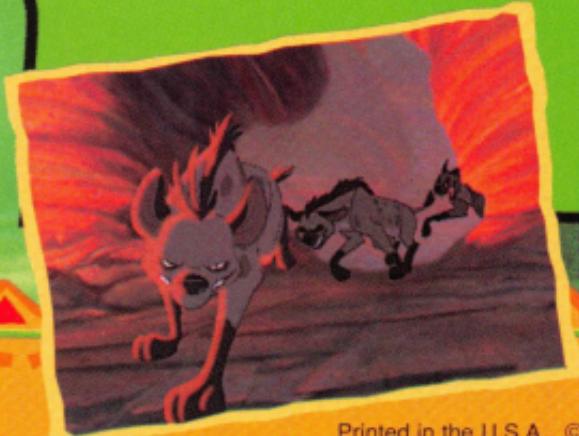


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Escape from the hyenas

TO FINISH HIS DEVIOUS PLAN, SCAR INSTRUCTS THE HYENAS TO FOLLOW SIMBA — AND KILL HIM! IN NO TIME, THE VICIOUS TRIO CATCH UP WITH THE YOUNG CUB. AS HE RUNS ALONG AN UPPER PLATEAU, SIMBA REACHES THE EDGE AND LEAPS — LANDING IN A THORNY BUSH.

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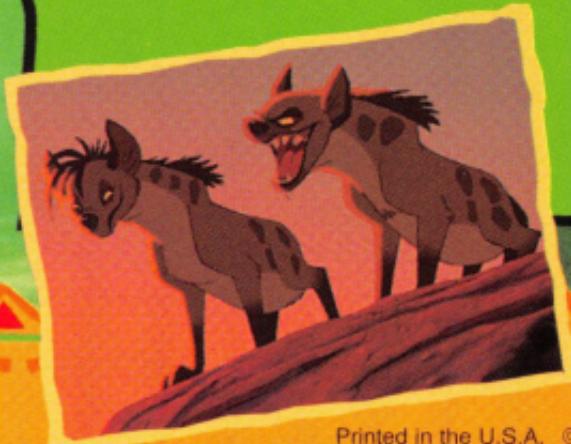


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**Pin cushions and
cactus butts**

AT THE EDGE OF THE PLATEAU, THE HYENAS PAUSE, THEN LEAP AFTER SIMBA AND LAND IN A THORNY SITUATION. SIMBA PULLS HIMSELF OUT AND RUNS OFF. THE HYENAS — LOOKING LIKE PIN CUSHIONS AND CACTUS BUTTS — DECIDE SIMBA CAN'T LAST A DAY ON HIS OWN ANYWAY, AND GIVE UP THE CHASE.



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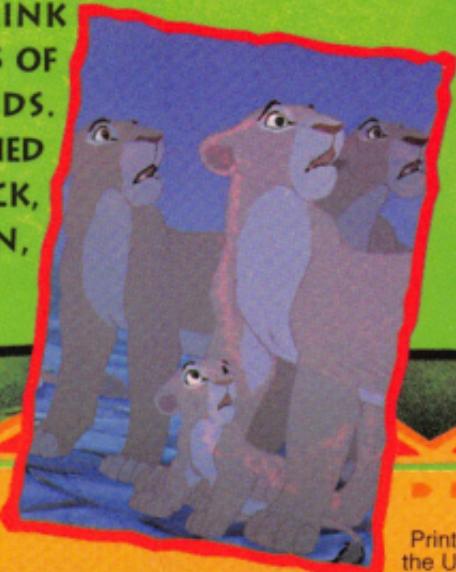
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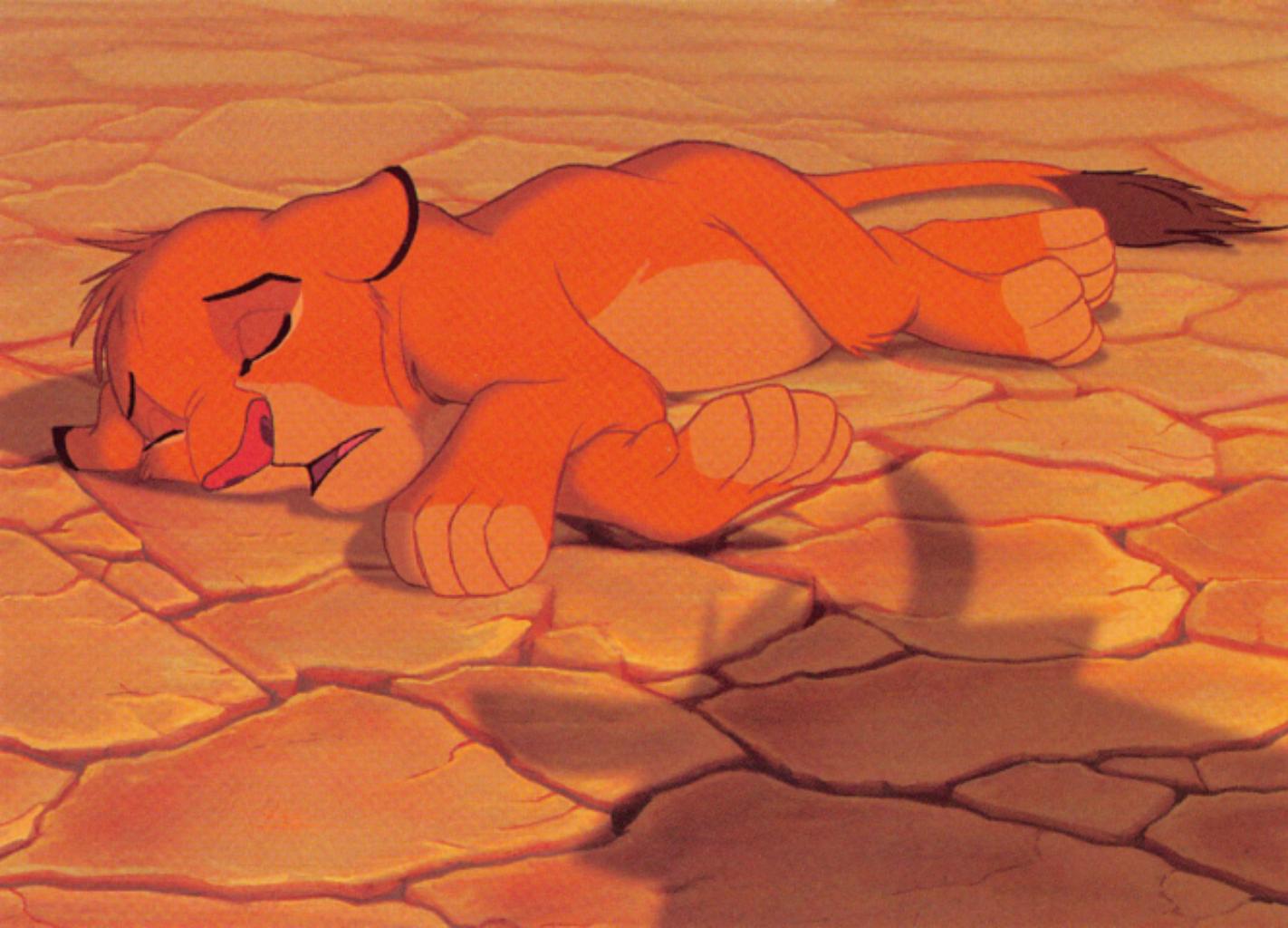


Disney's THE **LION KING**

Scar assumes the throne

AS THE SUN SETS AT PRIDE ROCK, SCAR LIES TO THE OTHER LIONS ABOUT MUFASA'S AND SIMBA'S DEATH, AND ASSUMES THE THRONE. SCAR SPEAKS OF "A NEW ORDER OF PEACE AND PROSPERITY IN WHICH LION AND HYENA COME TOGETHER." THEN, HYENAS SLINK FROM ALL CORNERS OF THE PRIDE LANDS. SILENCE FALLS. PERCHED ON A NEARBY ROCK, RAFIKI LOOKS ON, CONCERNED.





THE LION KING

Buzzards fly overhead

AS SCAR TAKES OVER THE PRIDE LANDS, SIMBA TRUDGES ACROSS THE HOT, DRY DESERT FIGHTING HEAT AND SANDSTORMS. SHADOWS PASS OVER HIM, AND SIMBA LOOKS UP TO SEE BUZZARDS CIRCLING ABOVE — WAITING. EXHAUSTED, THIRSTY AND GRIEF-STRICKEN, SIMBA FAINTS. THE BUZZARDS CIRCLE CLOSER.





Disney's THE LION KING

"Jeez, it's a lion!"

ARRIVING IN TIME TO SAVE SIMBA'S LIFE, PUMBAA, A WARM-HEARTED WARTHOG, AND TIMON, A HYPERACTIVE MEERKAT, FORCE THE BUZZARDS CIRLING OVERHEAD TO SCATTER. LIFTING UP SIMBA'S PAW, TIMON SHRIEKS, "JEEZ, IT'S A LION! LIONS EAT GUYS LIKE US." "MAYBE HE'LL BE ON OUR SIDE," REPLIES PUMBAA, SCOOPING UP SIMBA AND CARRYING HIM TO THE JUNGLE.



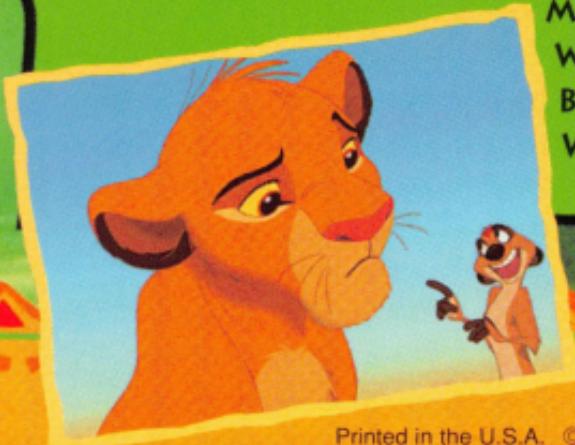


Disney's
THE
LION KING

Hakuna Matata

AT THE EDGE OF THE JUNGLE, PUMBAA AND TIMON LOOK OVER SIMBA AS HIS EYELIDS FLUTTER OPEN. "YOU NEARLY DIED," PUMBAA TELLS HIM. THEY ASK SIMBA WHERE HE'S FROM, BUT HE FEELS TOO GUILTY AND EMBARRASSED TO TELL THEM WHY HE RAN AWAY. "YOU'RE AN OUTCAST! THAT'S GREAT!" TIMON EXCLAIMS. NOTICING SOMETHING'S "EATIN' AT THE KID," PUMBAA TELLS SIMBA TO PUT HIS PAST BEHIND HIM. THEY INTRODUCE HIM TO THE CONCEPT OF "HAKUNA

MATATA" — A LIFE WITH NO RESPONSIBILITIES AND NO WORRIES.



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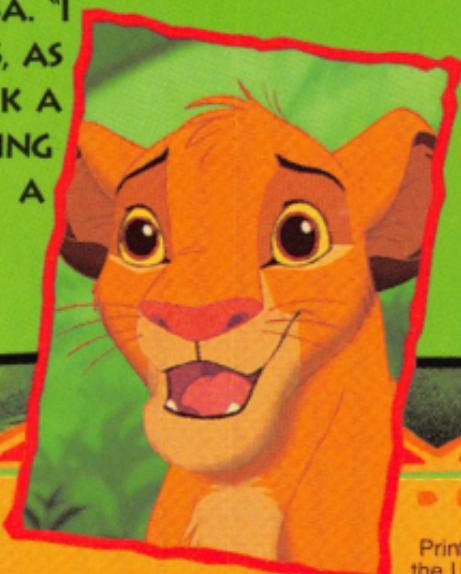


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Disney's THE LION KING

A jungle paradise

TO MAKE THE YOUNG LION FEEL BETTER, PUMBAA AND TIMON LAUNCH INTO SONG — EACH TELLING THEIR TALE OF HOW THEY BECAME OUTCASTS — AND HOW IT LED THEM TO LEAD A LIFE WITH NO WORRIES. HAKUNA MATATA! "WELL, KID ARE YOU WITH US?" TIMON ASKS SIMBA. "I GUESS SO," HE SAYS, AS TIMON PULLS BACK A HUGE LEAF REVEALING THEIR HOME — A JUNGLE PARADISE.

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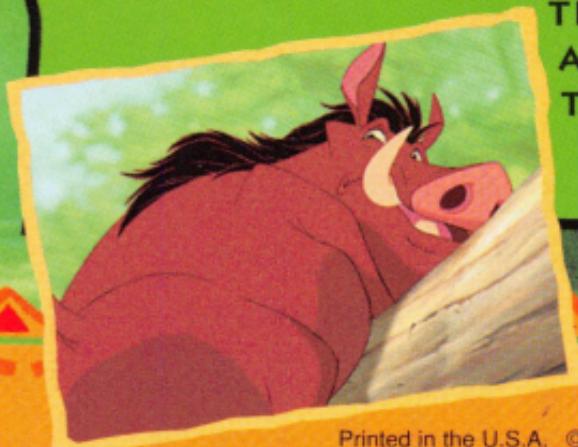
Disney's

THE

LION KING

Fresh out of zebra

AS PUMBAA AND TIMON SHOW SIMBA AROUND HIS NEW HOME, THE TRIO SUDDENLY REALIZE THEY'RE STARVING. "I'M SO HUNGRY, I COULD EAT A WHOLE ZEBRA!" SIMBA TELLS HIS NEW FRIENDS. "UH... WE'RE FRESH OUT OF ZEBRA" TIMON TELLS HIM ADDING, "LISTEN KID, IF YOU'RE GONNA LIVE WITH US, YOU'RE GONNA HAVE TA EAT LIKE US." LIFTING UP A LOG, TIMON SCOOPS UP A PAWFUL OF INSECTS. "WHATS THAT?" SIMBA ASKS. "GRUB," SAYS TIMON.



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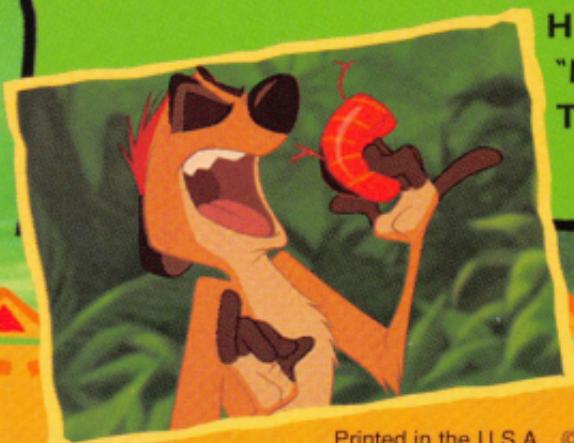


Disney's THE LION KING

The fine art of eating bugs

RECOILING IN DISGUST, SIMBA WATCHES TIMON POP SEVERAL BUGS IN HIS MOUTH. "MMMM! TASTES LIKE CHICKEN," TIMON SAYS. PUMBAA SLURPS UP A SLUG, "SLIMY, YET SATISFYIN'," HE CHIMES IN. "OOOO...THE LITTLE CREAM-FILLED KIND," TIMON SAYS DELIGHTEDLY AS HE MUNCHES AWAY. "WELL, KID?" HE ASKS SIMBA, OFFERING HIM A TASTE. SIMBA RELUCTANTLY

HELPS HIMSELF. "NOT BAD," HE THINKS.



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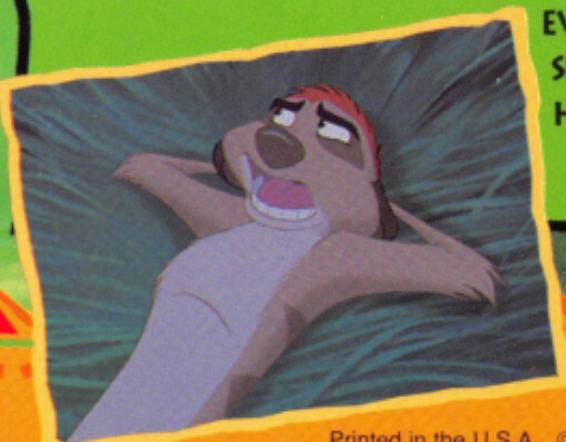


Disney's
THE
LION KING

**The great kings
of the past**

TIME PASSES... AND SIMBA GROWS. CAREFREE DAYS GIVE WAY TO STARLIT NIGHTS. "EVER WONDER WHAT THOSE SPARKLY DOTS UP THERE ARE?" PUMBAA ASKS HIS STARGAZING PALS. "FIREFLIES," TIMON ANSWERS. BUT SIMBA RESPONDS, "SOMEBODY ONCE TOLD ME THE GREAT KINGS OF THE PAST ARE UP THERE WATCHING OVER US." TIMON THINKS THATS THE CRAZIEST THING HE'S

EVER HEARD AND SIMBA WONDERS IF HE MAY BE RIGHT.



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Disney's THE LION KING

It is time

ELSEWHERE IN A SECRET CAVE, RAFIKI IS THINKING AND PLANNING. HE PLACES MILKWEED IN A HOLLOW TORTOISE SHELL, SPLITS OPEN A GOURD AND CAREFULLY STUDIES THE CONTENTS. HE TAKES A BITE OF THE GOURD, THEN MUMBLES, "SIMBA!" ON THE CAVE WALL IS A PAINTING OF A LION CUB — SIMBA. RAFIKI SMEARS A SUBSTANCE FROM THE GOURD ON THE PAINTING. NOW, THE CUB HAS A MANE. LAUGHING JOYFULLY, RAFIKI GRABS HIS WALKING STICK AND RUNS OUT. IT IS TIME.

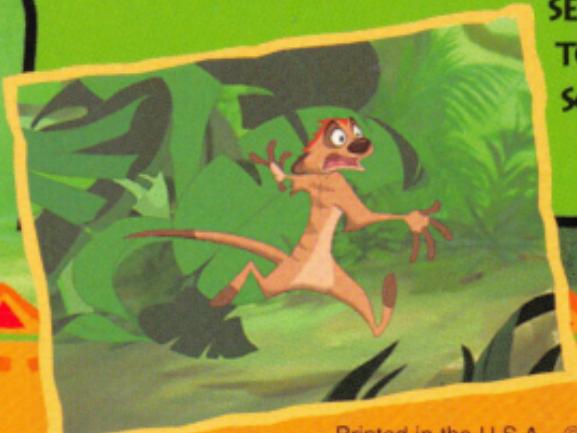




Disney's THE LION KING

Run for your life

BACK AT THE JUNGLE'S EDGE, ANOTHER BRIGHT, CAREFREE DAY HAS DAWNED. PUMBAA AND TIMON SING HAPPILY AS THEY HUNT FOR BUGS. PUMBAA STALKS A FAT, JUICY BUG. EYEING THE CRISPY CRITTER, HE HEARS A CRACKLING IN THE TALL GRASS. LOOKING UP, PUMBAA SEES A LIONESS STARING HIM IN THE FACE. SQUEALING, HE RUNS FOR HIS LIFE. "PUMBAA?" TIMON CALLS RUNNING OVER TO HIS FRIEND. TIMON SEES THE LIONESS, TOO. "AAAAAA," HE SCREAMS.



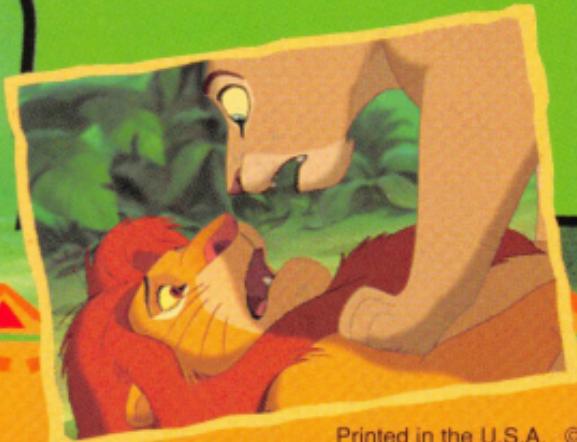
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Disney's THE **LION KING**

It's Nala!

JUST AS THE LIONESS IS ABOUT TO POUNCE ON PUMBAA AND TIMON, SIMBA LEAPS IN AND KNOCKS HER DOWN. WRESTLING, THE LIONESS GETS THE UPPER HAND — FLIPPING SIMBA AND PINNING HIM TO THE GROUND. SIMBA RECOGNIZES THE MOVE — IT'S NALA! THEY BOTH CAN'T BELIEVE IT. IT'S SO GREAT TO SEE EACH OTHER AGAIN.



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Disney's
THE
LION KING

"You wouldn't understand."

SIMBA AND NALA'S CHILDHOOD FRIENDSHIP HAS BLOSSOMED INTO LOVE BUT THEIR JOY IS TARNISHED BY THE KNOWLEDGE THAT SCAR AND THE HYENAS ARE DESTROYING THE PRIDE LANDS. NALA URGES SIMBA TO RETURN AND CLAIM HIS PLACE AS KING. "CAN'T GO BACK," HE REPLIES. "YOU WOULDN'T UNDERSTAND." BUT NALA CAN'T BELIEVE MUFASA'S SON WOULD TURN HIS BACK ON THE PRIDE.

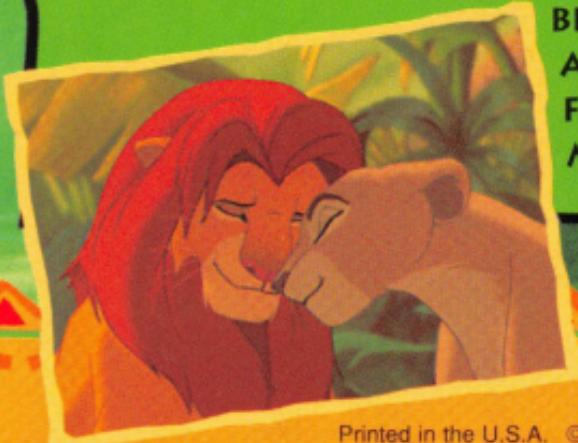




Disney's THE LION KING

**"You said you'd
always be there..."**

LATE INTO THE NIGHT, SIMBA LIES AWAKE AND TROUBLED WHILE NALA SLEEPS. "I CAN'T GO BACK," HE ARGUES WITH HIMSELF. "IT WON'T CHANGE ANYTHING. YOU CAN'T CHANGE THE PAST." SIMBA LOOKS UP AT THE STARS, REMEMBERING HIS FATHER. "YOU SAID YOU'D ALWAYS BE THERE FOR ME — BUT YOU'RE NOT." FILLED WITH DESPAIR, HE CONTINUES. "IT'S BECAUSE OF ME. AND IT'S MY FAULT. IT'S ALL MY FAULT."



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Disney's
THE
LION KING

**An odd little
voice sings**

AS SIMBA SITS QUIETLY ON A FALLEN TREE TRUNK NEAR A STREAM, HE HEARS AN ODD LITTLE VOICE SINGING. IT IS RAFIKI, WHO HAS COME FOR SIMBA. "ASANTE SANA. SQUASH BANANA," THE OLD BABOON CHANTS. IN A NEARBY TREE, SIMBA SEES A SILHOUETTE. THEN, A STONE PLOPS IN THE STREAM. "WHO COULD IT BE?" SIMBA WONDERS.



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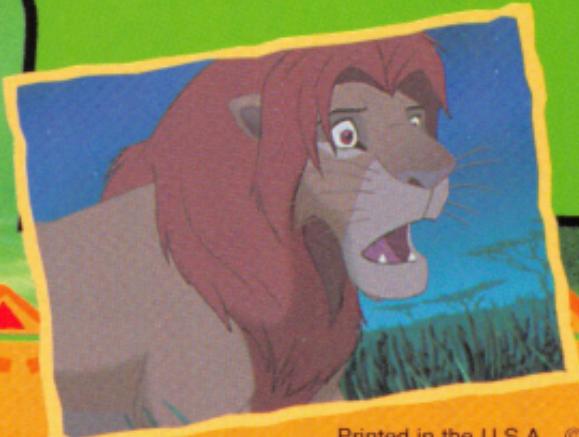


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Disney's
THE
LION KING

"I know your father."

"WILL YA' CUT IT OUT?" SIMBA HOLLERS AS HE WALKS AWAY FROM THE FALLEN TREE. RAFIKI FOLLOWS, THEN POKE SIMBA IN THE NOSE WITH HIS FINGER. "I KNOW WHO YOU ARE. YOU'RE MUFASA'S BOY." "YOU KNEW MY FATHER?" SIMBA ASKS. "CORRECTION. I KNOW YOUR FATHER. HE'S ALIVE, AND I'LL SHOW HIM TO YOU."



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Disney's THE LION KING

"He lives in you."

"YOU FOLLOW OLD RAFIKI," THE WISE OLD BABOON TELLS SIMBA. "HURRY UP! DONT DAWdle! MUFASA'S WAITING!" DASHING THROUGH TREES, HANGING BRANCHES AND VINES, THEY MAKE THEIR WAY TO A REFLECTING POOL RAFIKI TELLS SIMBA TO LOOK HARD INTO THE POOL AT FIRST SIMBA SEES ONLY HIS REFLECTION. THEN IT CHANGES TO AN IMAGE OF HIS FATHER. SIMBA GASPS. "YOU SEE — HE LIVES IN YOU," RAFIKI TELLS HIM.





Disney's THE LION KING

"Remember who you are."

AS SIMBA LOOKS AT HIS FATHER'S IMAGE IN THE POOL, HE HEARS A VOICE CALL HIS NAME. THEN SOMETHING MYSTICAL HAPPENS—MUFASA'S IMAGE APPEARS IN A POWERFUL VISION OF COLORED LIGHT. "LOOK INSIDE YOURSELF, SIMBA," MUFASA'S IMAGE SPEAKS. "YOU MUST TAKE YOUR PLACE IN THE CIRCLE OF LIFE." "HOW?" SIMBA ASKS. "REMEMBER WHO YOU ARE... YOU ARE MY SON AND THE ONE TRUE KING." THEN, THE VISION FADES.



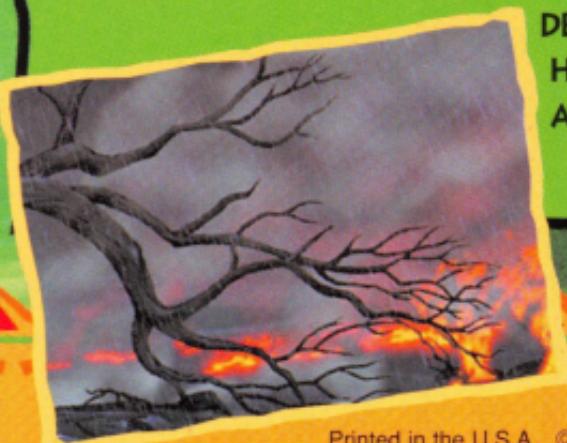


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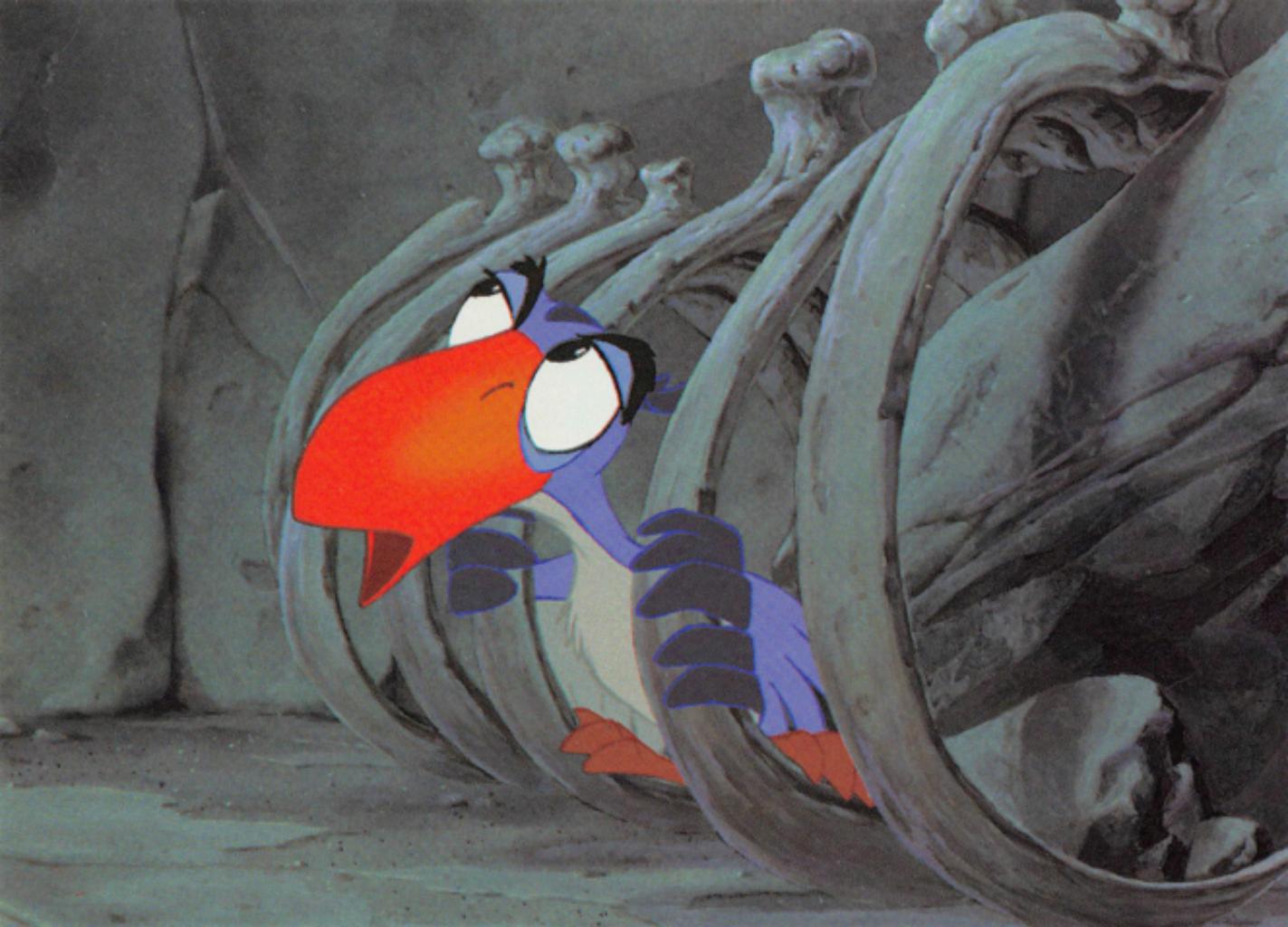
**Simba marches toward
his destiny**

INSPIRED BY HIS VISION, SIMBA APPROACHES THE DRY, DESOLATE LAND THAT WAS ONCE THE PRIDE LANDS. IN THE DISTANCE, NALA, PUMBAA AND TIMON FOLLOW. THE HORIZON IS FILLED WITH A SEA OF DRIED BONES. NOT A LIVING THING IS AROUND. CROSSING MILES OF SAND AND PARCHED EARTH, SIMBA FINALLY SEES PRIDE ROCK IN THE DISTANCE. STORM CLOUDS GATHER. CONTINUING ON, SIMBA MARCHES TOWARD HIS

DESTINY—TO CLAIM
HIS RIGHTFUL PLACE
AS KING.



SkyBox™



THE LION KING

Forced to hunt for food

MEANWHILE, IN SCAR'S CAVE, ZAZU IS IMPRISONED UNDER AN ANIMAL RIB CAGE. BEDRAGGLED, ZAZU SINGS A PATHETIC SONG. SCAR ORDERS HIM TO SING SOMETHING A LITTLE MORE "UP BEAT." BUT THERE'S NOTHING HAPPY ABOUT PRIDE ROCK NOW. SCAR AND THE HYENAS ARE IN CONTROL, AND THE LIONESSES ARE FORCED TO HUNT FOR FOOD FOR THEIR GREEDY MASTERS.

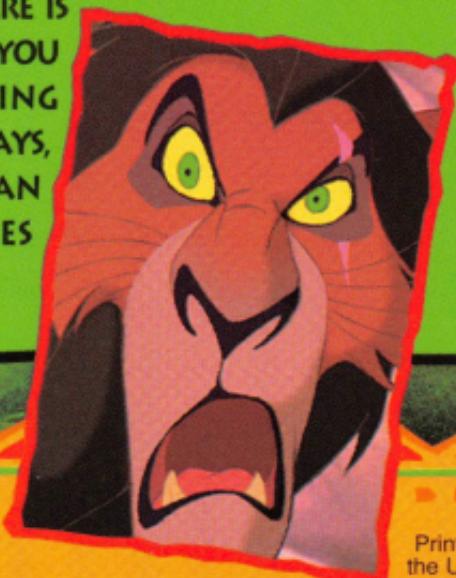




Disney's THE LION KING

There is no food

AS SCAR RECLINES, THE HYENAS—SHENZI, BANZAI AND ED—RUN IN. "HEY BOSS! IT'S DINNER TIME AND WE'VE RUN OUTTA' ENTREES. THERE'S NO FOOD," THEY WHINE. "I'M THE KING, NOT THE COOK!" SCAR SNARLS. "IT'S THE LIONESSES' JOB TO DO THE HUNTING." SCAR ORDERS SARABI TO HUNT, BUT SHE REFUSES BECAUSE THERE IS NO MORE FOOD. "IF YOU WERE HALF THE KING MUFASA WAS..." SHE SAYS, BUT BEFORE SHE CAN FINISH SCAR STRIKES HER AND SHE FALLS.





Disney's
THE
LION KING

Simba is revealed

LIGHTNING FLASHES, THE SKY ROLLS WITH THUNDER. SUDDENLY, SCAR HEARS A HORRIFYING ROAR. HE LOOKS UP TO SEE — SIMBA'S SHADOWY FIGURE. ENRAGED, SIMBA STALKS DOWN TO BATTLE WITH SCAR.



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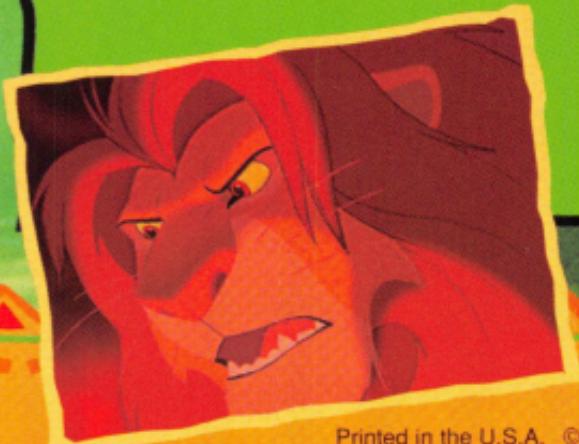
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Disney's THE LION KING

**"I'm a little surprised
to see you — alive."**

THINKING HE IS SEEING A GHOST, SCAR SHAKES WITH FEAR. "MUFASA?" HE CALLS. "NO! — IT CAN'T BE. YOU'RE DEAD. LEAVE ME ALONE!" SIMBA REACHES HIS MOTHER'S SIDE. LIFTING HER HEAD, SHE JOYFULLY REALIZES THE STRANGER IS SIMBA — HER SON. SCAR LOOKS ON. "I'M A LITTLE SURPRISED TO SEE YOU — ALIVE," HE SAYS.



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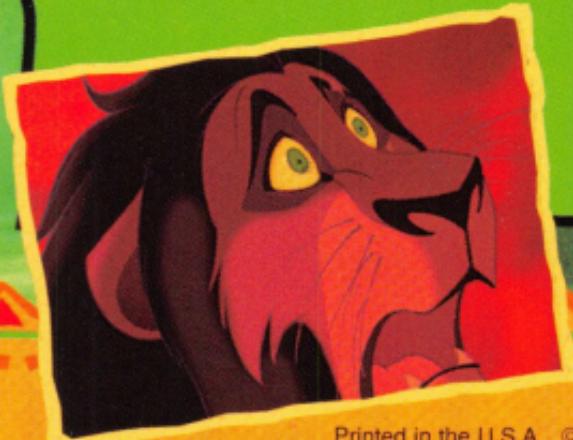
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Disney's THE LION KING

**Either step down as
king or fight**

"STROKE OF BAD TIMING YOU SHOWING UP WHEN YOU DID," SCAR TELLS HIS NEPHEW. "GIVE ME ONE GOOD REASON WHY I SHOULDN'T RIP YOU APART," SIMBA SAYS ENRAGED. "THERE'S ONE PROBLEM," SCAR TELLS HIM GESTURING TOWARD AN ARMY OF HYENAS. "THEY THINK I'M KING." "THE CHOICE IS YOURS," SIMBA SAYS, "EITHER STEP DOWN AS KING OR FIGHT."



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Disney's

THE
LION KING**"It was an accident."**

FROM A LEDGE, NALA AND THE LIONESSES WATCH SIMBA AND SCAR FACE OFF. EVER DEVIOUS AND CUNNING, SCAR REVEALS THAT SIMBA IS RESPONSIBLE FOR MUFASA'S DEATH. THE LIONESSES GASP. "IT WAS AN ACCIDENT," SIMBA SAYS. "MURDERER!" SCAR SCREAMS. "I THOUGHT IF I CAME BACK IT WOULD PROVE . . ." "THAT YOU'RE A FOOL," SCAR INTERRUPTS. SHAKEN AND FILLED WITH GUILT, SIMBA BACKS UP AND SLIPS OFF THE PROMONTORY — BARELY CLINGING TO THE EDGE.





60

Disney's
THE
LION KING

A blast of fury

SAVORING THE MOMENT, SCAR LOOKS DOWN AT SIMBA. "NOW THIS LOOKS FAMILIAR. HMM — WHERE HAVE I SEEN THIS BEFORE? OH YES! I REMEMBER! THIS IS THE WAY YOUR FATHER LOOKED BEFORE HE DIED." SIMBA HANGS ON — AS LOOSE STONES GIVE WAY. "JUST ONE THING BEFORE YOU GO," SCAR ADDS. "I KILLED HIM!" REMEMBERING THE SCENE OF HIS FATHER'S DEATH, SIMBA CRIES "NOOOOOOOO!" AND WITH A MIGHTY EFFORT HAULS HIMSELF OFF THE LEDGE. HE LUNGESES AT SCAR IN A BLAST OF FURY.



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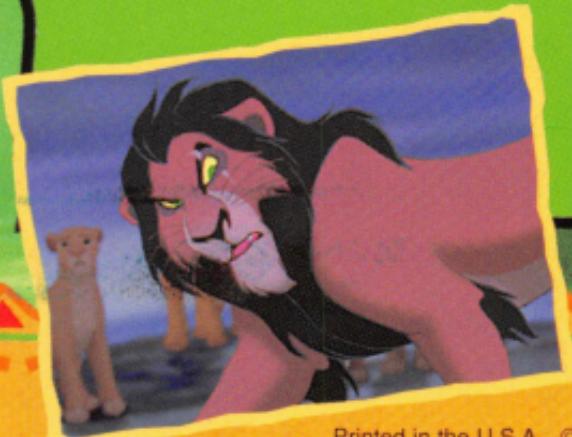
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Disney's
THE
LION KING

A large roar grows

"HELP ME, YOU IDIOTS," SCAR CRIES FRANTICALLY TO THE HYENAS. WITH ROARS OF ANGER, NALA AND THE LIONESSES LEAP IN TO HELP SIMBA. IN THE SCRAMBLE, BANZAI IS TOSSED AIRBORNE INTO SCAR'S CAVE. AS THE BATTLE GROWS, LIGHTNING STRIKES ACROSS THE SKY. FIRE BURNS ALL AROUND.



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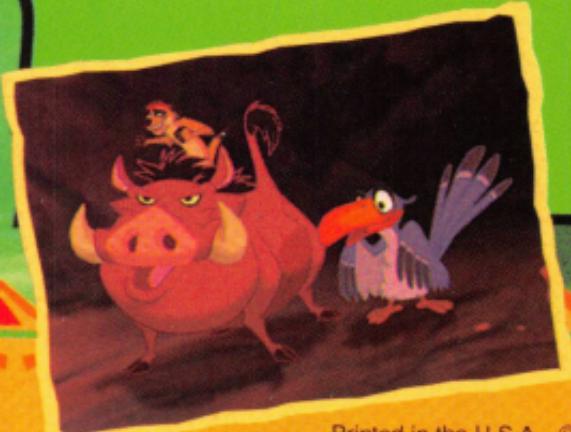
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Disney's
THE
LION KING

"Eeeee-yaaaaa!"

CRASHING INTO ZAZU'S RIB-CAGE PRISON, BANZAI SMASHES IT. FINALLY FREE, ZAZU JOINS THE CAUSE. CHARGING BANZAI, ZAZU PECKS AT HIM WILDLY. SCREAMING IN PAIN, BANZAI RUNS FROM THE CAVE YELP, YELP, YELPING. THEN TIMON, ABOARD A CHARGING PUMBAA, DASHES IN—RALLYING A BATTLE CRY OF "EEEEEE—YAAAAAA!"



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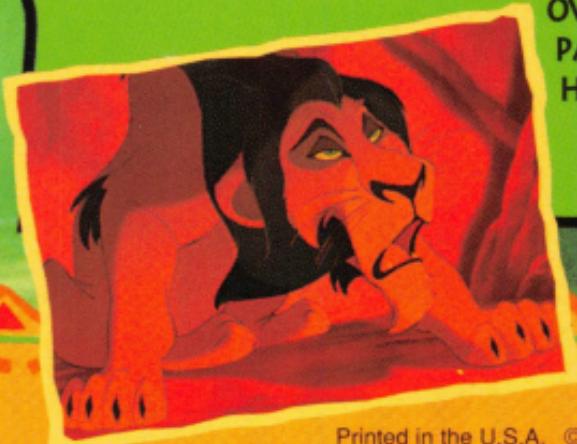
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Disney's THE LION KING

**To a pack of hungry
hyenas below**

AT LAST, SIMBA BREAKS FREE OF THE FIGHTING HYENAS. LOOKING AROUND, HE SEES NO SIGN OF SCAR. THEN LIGHTNING REVEALS SCAR SNEAKING UP PRIDE ROCK. SIMBA FOLLOWS AND EMERGES FROM A WALL OF FLAMES — HIS MANE SMOKING. "MURDERER!" HE SHOUTS AT SCAR, WHO COWERS AT THE EDGE OF THE PROMONTORY. SIMBA PINS HIM. HE COULD DESTROY SCAR, BUT THINKS BETTER OF IT. SCAR LUNGE AT SIMBA. WITH A SWIPE OF HIS PAW, SIMBA FLIPS SCAR OVER THE EDGE TO A PACK OF HUNGRY HYENAS BELOW.



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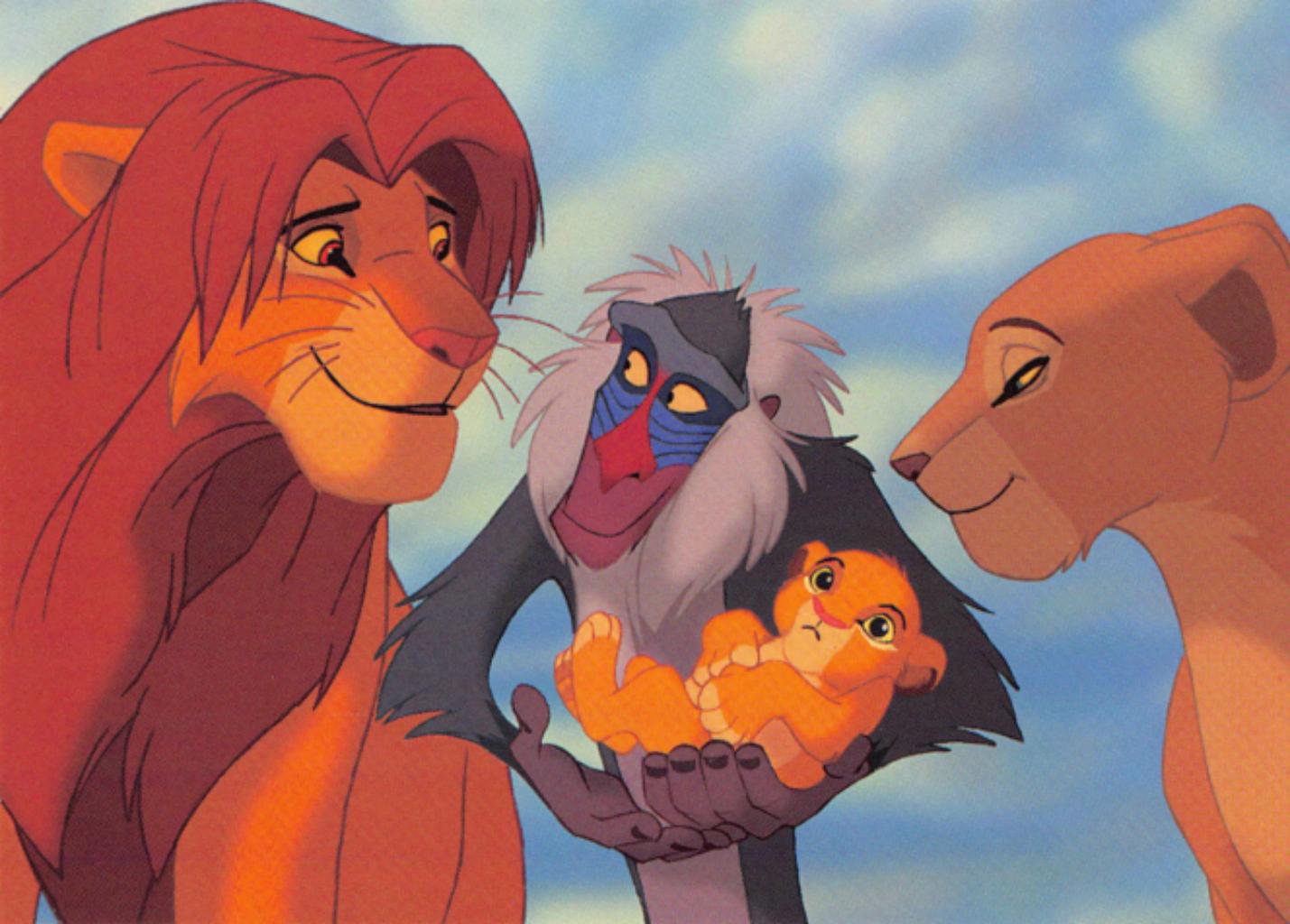


THE LION KING

Simba takes his place in the Circle of Life

THE BATTLE IS OVER. SCAR IS DEFEATED. SLOWLY, A STEADY RAIN BEGINS TO FALL THE DROUGHT HAS ENDED. SCAR'S REIGN OF DESTRUCTION AND TERROR IS OVER. NALA HELPS SARABI TO HER FEET. JOINED BY TIMON, PUMBAA AND ZAZU, THEY WATCH SIMBA LIMP SLOWLY UP TO THE TOP OF PRIDE ROCK. LOOKING OUT OVER HIS KINGDOM, SIMBA ROARS IN TRIUMPH. THE LIONESSES ANSWER BACK — JOYFUL THAT SIMBA HAS COME HOME TO TAKE HIS PLACE IN THE CIRCLE OF LIFE.





Disney's THE LION KING

A new lion king is born

AS TIME PASSES, THE PRIDE LANDS FLOURISH ONCE AGAIN. GRASS GROWS. THE ANIMALS RETURN. AS THE SUN RISES, ANIMALS HAVE GATHERED AT THE SUMMIT. A CEREMONY IS ABOUT TO BEGIN. SIMBA LOOKS OVER THE WIDE EXPANSE OF HIS KINGDOM, THEN WALKS TOWARD NALA, WHO CRADLES THEIR NEWBORN SON. SARABI, PUMBAA, TIMON AND ZAZU LOOK ON AS RAFIKI ONCE AGAIN PERFORMS THE SAME CEREMONY OF BLESSING. TRIUMPHANTLY, HE LIFTS THE TINY CUB FOR ALL TO SEE. A NEW LION KING IS BORN — AND THE CIRCLE OF LIFE IS COMPLETE ONCE MORE.





SIMBA

66



SIMBA IS A ROWDY, INDEPENDENT LITTLE CUB WHO LIKES TO ROMP AND PLAY. WHEN SIMBA'S FATHER DIES, IT LEAVES SIMBA UNSURE ABOUT WHO HE IS. THEN RAFIKI SHOWS SIMBA HIS REFLECTION IN A POOL AND THE YOUNG LION UNDERSTANDS THAT HIS FATHER'S COURAGE AND WISDOM ARE A PART OF HIM, TOO.



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MUFASA



EGAL, COMMANDING AND MAJESTIC, MUFASA IS A GREAT KING WITH A KIND, GENEROUS HEART. CONCERNED WITH TEACHING HIS SON SIMBA TO BE A WISE, RESPONSIBLE ADULT AND KING, MUFASA CAN SEEM A BIT STERN AT TIMES, BUT IT'S ONLY BECAUSE HE LOVES SIMBA AND WANTS TO KEEP THE YOUNGSTER ON THE RIGHT TRACK.



A close-up of a lioness's face, looking slightly to the right. She has a pinkish-brown coat, yellow eyes, and a small smile. A yellow rectangular name tag is pinned to her chest. The tag has a black double-line border and contains the word "SARABI" in large, bold, black, serif capital letters.

SARABI



SARABI, MUFASA'S WIFE AND SIMBA'S MOTHER, IS KIND, GENTLE AND LOVING. SHE'S ALSO WISE TO HER LITTLE SON'S TRICKS. COURAGEOUS SARABI HOLDS HER OWN THROUGH SCAR'S DESTRUCTIVE RULE, AND IS PROUD WHEN HER SON COMES BACK TO BATTLE THE EVIL RULER AND CLAIM HIS RIGHTFUL PLACE AS KING.





NALA

69



EVERY BIT AS RAMBUNCTIOUS AS SIMBA, NALA IS READY TO GO WHEREVER HE GOES OR DO WHATEVER HE DOES. BEST BUDDIES, THE TWOSOME ARE TAKEN ABACK WHEN ZAZU TELLS THEM THEY ARE TO BE MARRIED. WHAT A YUCKY IDEA! BUT TIME CHANGES THINGS, AND WHEN THEY MEET AGAIN, THEY REALIZE THEIR FRIENDSHIP HAS DEEPENED INTO LOVE.



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A close-up, black and white portrait of Scar, the villainous lion from Disney's "The Lion King". He has a large, dark mane and a red body. His eyes are a pale yellow-green color. He is looking slightly to his left with a smug, knowing expression. A small, rectangular yellow box is positioned at the bottom center of the frame, containing the word "SCAR" in bold, black, serif capital letters.

SCAR

70



SMUFAZA'S BROTHER, SCAR WAS NEXT IN LINE FOR THE THRONE UNTIL SIMBA'S BIRTH, AND HE IS OBSESSED WITH THE NEED TO POSSESS IT. ALTHOUGH SCAR HIDES HIS PLOT WITH CONCERN FOR SIMBA'S SAFETY, THIS EVIL, CUNNING BETRAYER IS REALLY SIMBA'S AND MUFAZA'S ENEMY—A FACT WHICH THE GREAT-HEARTED MUFAZA REALIZES TOO LATE.



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ZAZU

71



MUFASA'S TRUSTED ADVISOR, ZAZU IS A PRIM AND PROPER HORNBILL BIRD WITH A STRONG SENSE OF PERSONAL DIGNITY. ALTHOUGH ZAZU'S FEATHERS CAN BE EASILY RUFFLED, HE IS DEDICATED TO MUFASA. THE HONORABLE HORNBILL WOULD GIVE HIS RIGHT WING FOR THE LION KING AND STAYS WITH THE PRIDE THROUGH GOOD AND BAD TIMES.



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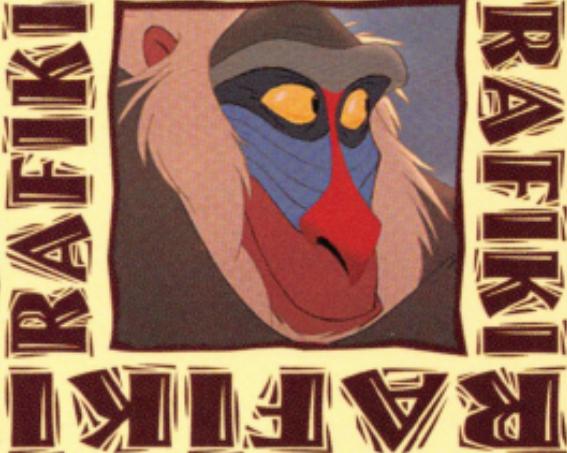
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A close-up of Rafiki's face from The Lion King. He has large, expressive yellow eyes with black pupils, a blue wrinkled forehead, and a red, textured nose. His brown fur is visible around his head, and he has several sharp, light-colored spines protruding from his back. A small pink ear is visible on the right side.

RAFIKI

72

RAFIKI



RAFIKI, THE WISE OLD BABOON, IS LIKE A TRIBAL MEDICINE MAN OR AN ANCIENT SHAMAN. RAFIKI TRAVELS HIS OWN ROAD, SINGS HIS OWN SONGS AND KNOWS WHAT HE KNOWS. AFTER ANOINTING NEWBORN SIMBA, RAFIKI WANDERS OFF ON HIS MYSTICAL WAY. HE RETURNS AGAIN TO GUIDE SIMBA BACK TO THE PATH HE WAS MEANT TO FOLLOW.



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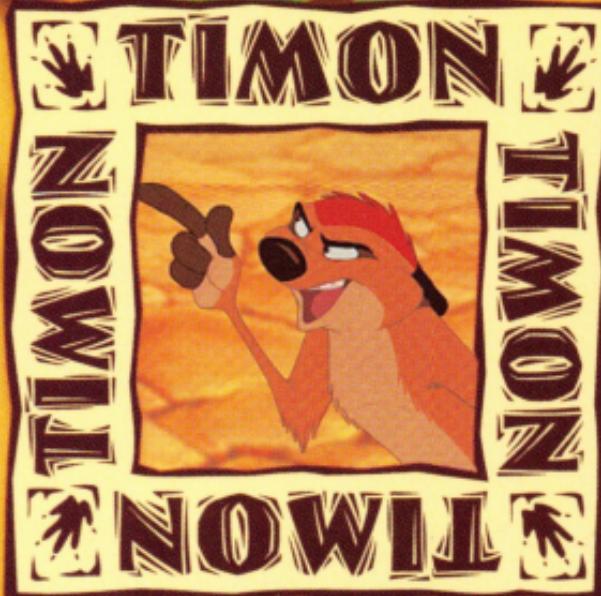
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TIMON

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TIMON IS A HYPERACTIVE MEERKAT WITH A MOTOR MOUTH. WHETHER HE'S MAKING GOOD-NATURED JOKES AT PUMBAA'S EXPENSE OR PITCHING HIS FREE-WHEELING LIFESTYLE TO SIMBA, TIMON ALWAYS HAS A FAST LINE. BUT BEHIND THE PATTER IS A LOYAL LITTLE GUY WHO'D GIVE HIS LAST WISECRACK TO HELP A FRIEND.



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PUMBAA



P A WELL-PADDED WARTHOG, PUMBAA IS A BIT CLUMSY AND DIMWITTED, BUT HIS EMPATHY AND INTUITION MAKE UP FOR HIS SLOW THOUGHT PROCESSES. SYMPATHETIC AND WARM-HEARTED, PUMBAA IS READY TO TRUST ANYONE — EVEN A CARNIVORE LIKE SIMBA. AND WHEN SIMBA CONFRONTS HIS DESTINY, THE LOYAL WARTHOG IS THE FIRST TO FOLLOW.



A group of hyenas from Disney's The Lion King. They are shown in their typical scavenging pose, crouching low to the ground with their heads raised. Their fur is a mottled grey and brown, and they have prominent yellow eyes. The hyena in the center foreground has its mouth open, showing sharp white teeth. The background is a dark, textured landscape.

HYENAS

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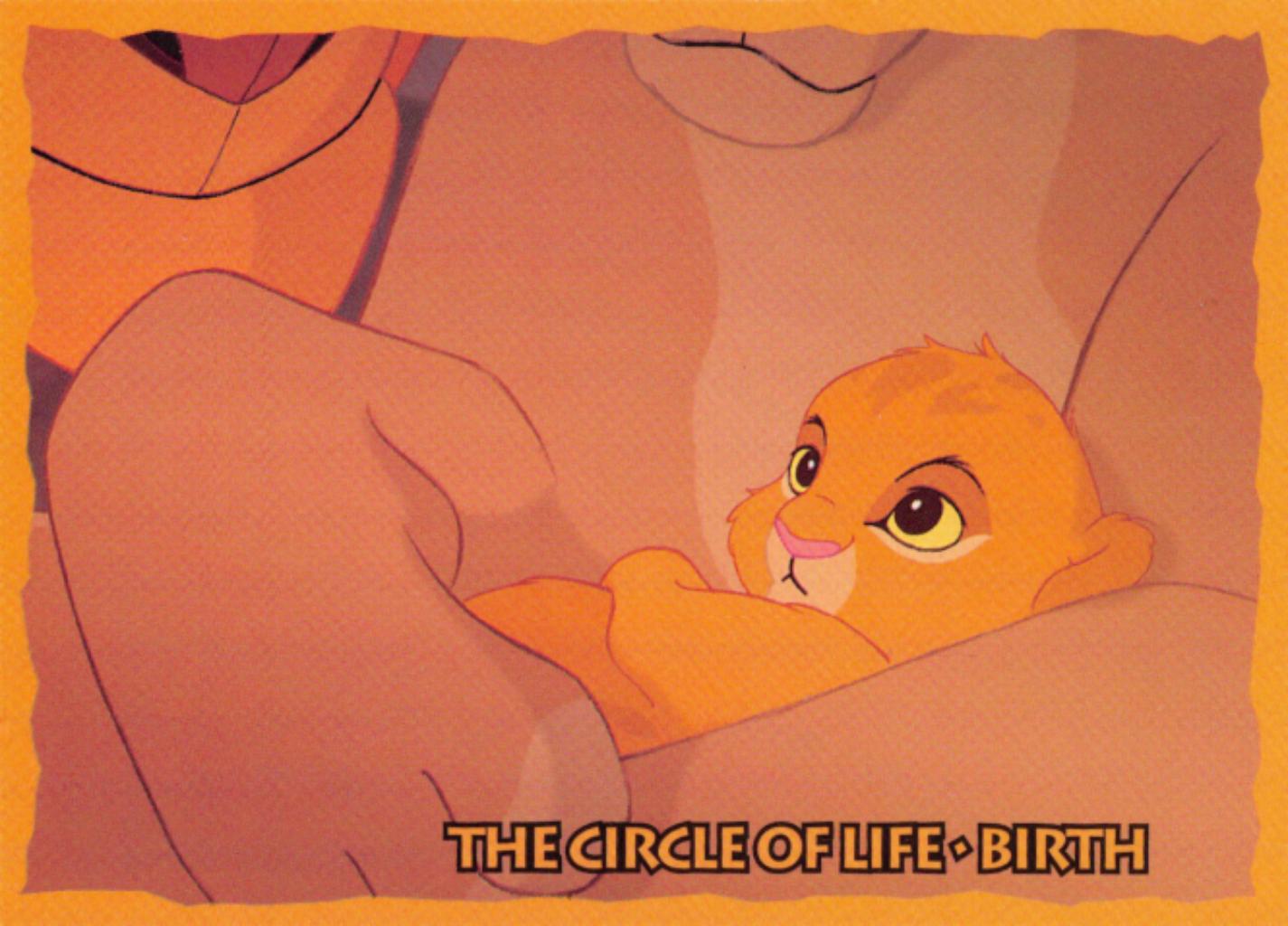
ALWAYS ON THE LOOKOUT FOR THEIR NEXT MEAL OR AN INNOCENT VICTIM TO TAUNT, TEASE OR TERRORIZE, BANZAI, THE MALE HYENA, AND SHENZI, THE FEMALE, TALK AND JOKE WHILE ED, THE THIRD TROUBLEMAKER, ONLY LAUGHS. WHEN THEY'RE NOT ARGUING, THESE THREE PUNKS CAN BE FOUND DOING SCAR'S DIRTY WORK—WHICH IS NO LAUGHING MATTER.



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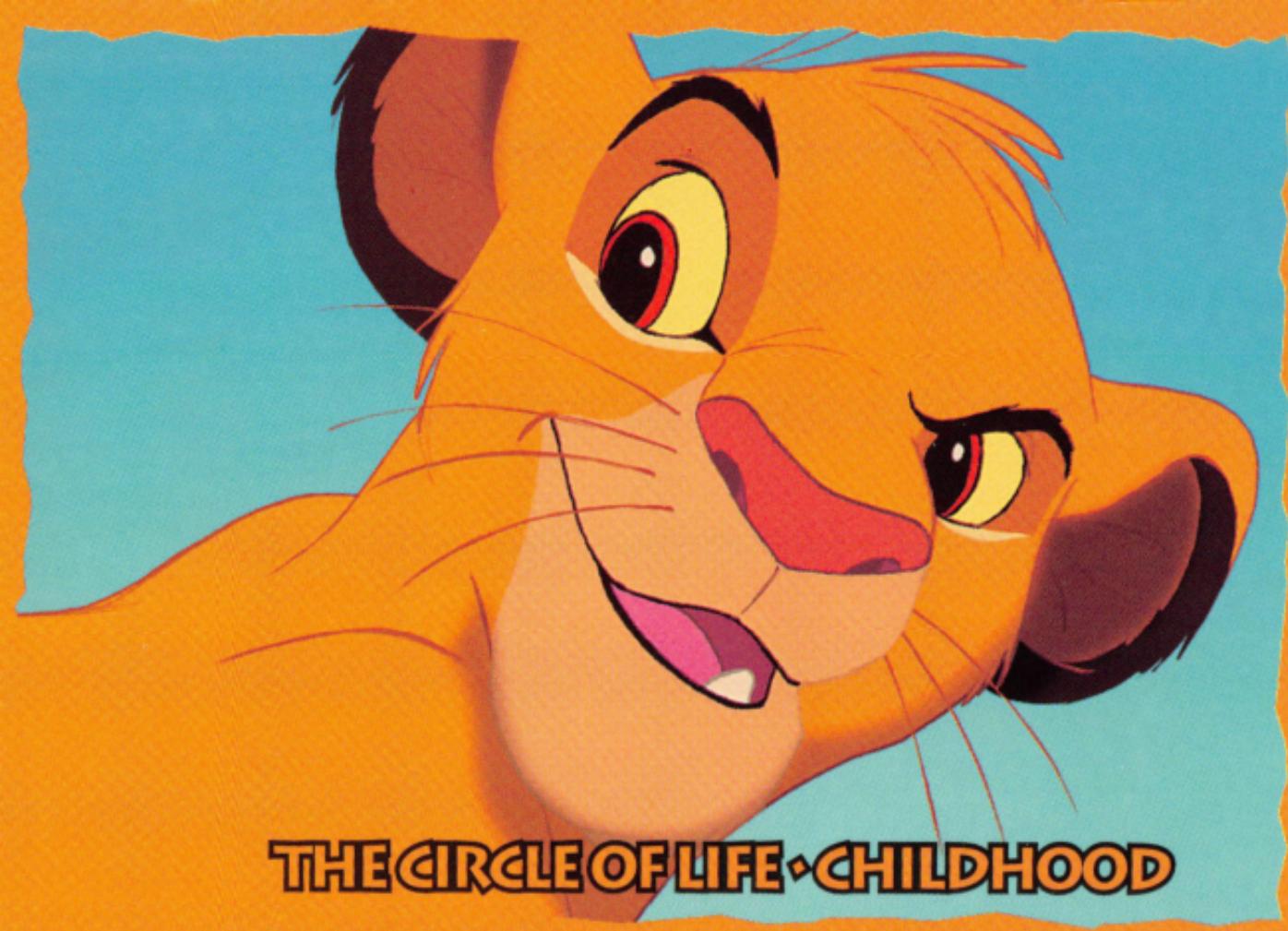
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A close-up, color illustration of a young lion cub. The cub is a vibrant orange color with dark stripes on its face and body. It has large, expressive yellow eyes with black pupils and a small pink tongue slightly out. It is nestled in the warm, brown, textured embrace of its mother's large, wrinkled skin. The background is a soft, warm orange, suggesting sunlight or firelight.

THE CIRCLE OF LIFE • BIRTH

RAFIKI, A WIZENED OLD BABOON, APPEARS BEFORE MUFASA, THE LION KING, WHO LEADS HIM TO WHERE A MOTHER LIONESS NESTLES SIMBA, HER NEWBORN CUB. LIKE AN ANCIENT SHAMAN, RAFIKI PERFORMS A CEREMONY AND BLESSES THE CUB. A NEW LION KING HAS BEEN BORN. LIFE IS RENEWED AGAIN.



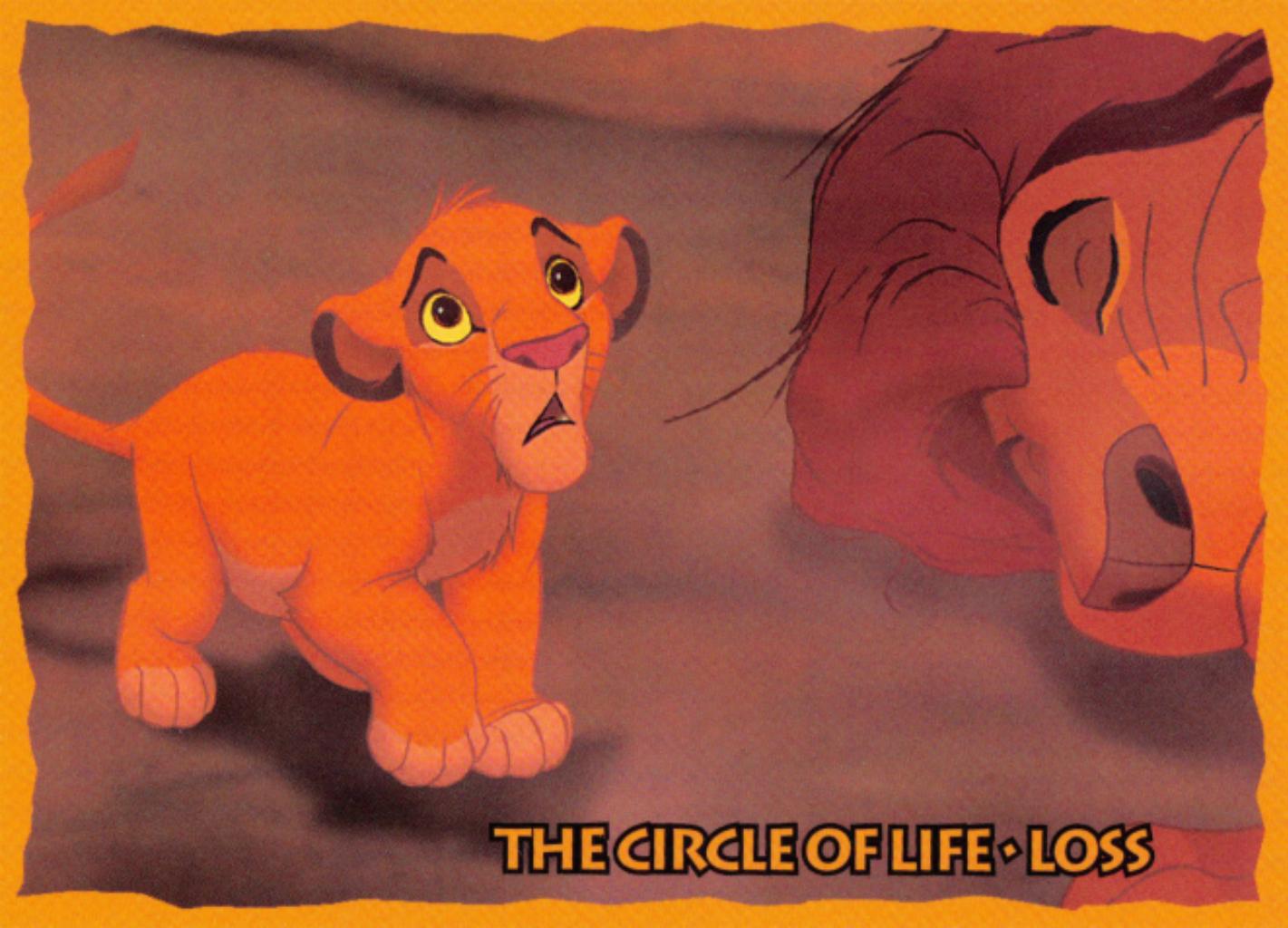


THE CIRCLE OF LIFE • CHILDHOOD



PLAYFUL, FUN-LOVING SIMBA SPENDS HIS DAYS POUNCING AND EXPLORING WITH HIS LIONESS PAL, NALA. LIKE ANY CHILD, SIMBA'S VIEW OF THE WORLD AND HIS ROLE IN IT IS RATHER SIMPLIFIED. TO HIM, GROWING UP TO BE A LION KING MEANS GETTING TO TELL THE OTHER ANIMALS WHAT TO DO. BUT HIS FATHER, MUFASA, HAS A DIFFERENT IDEA. HE TELLS HIS FEISTY SON THAT HE MUST SOON LEARN RESPONSIBILITY AND PREPARE FOR HIS FUTURE ROLE AS KING.



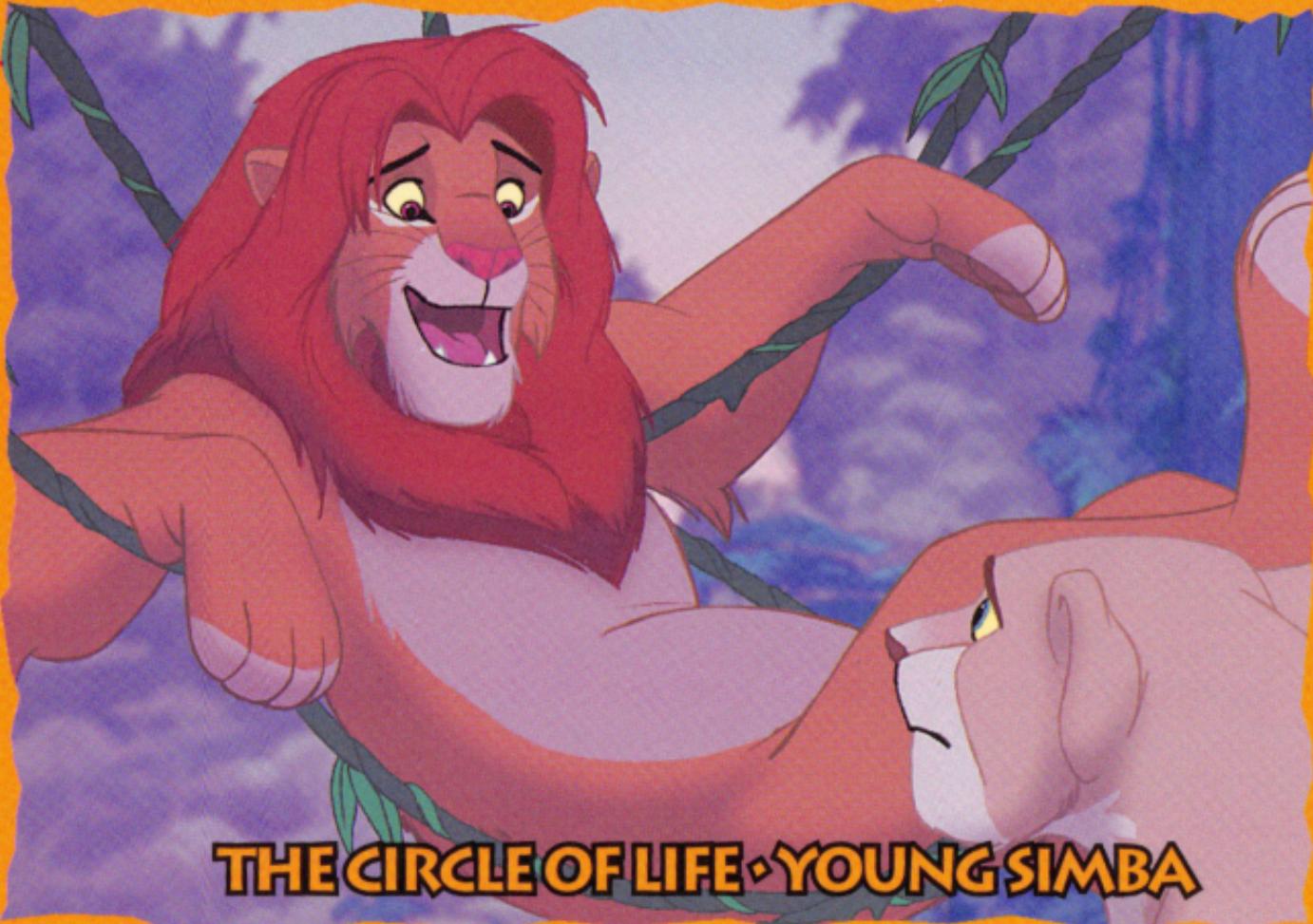


THE CIRCLE OF LIFE • LOSS



BLAMED FOR HIS BELOVED FATHER'S DEATH, SIMBA IS FILLED WITH GUILT AND SORROW. BUT IN HIS GRIEF, HE GROWS. IN TIME, SIMBA LEARNS THAT HIS FATHER "LIVES WITHIN HIM" AND REDISCOVERS THE COURAGE TO FACE HIS DESTINY—AND HIMSELF.



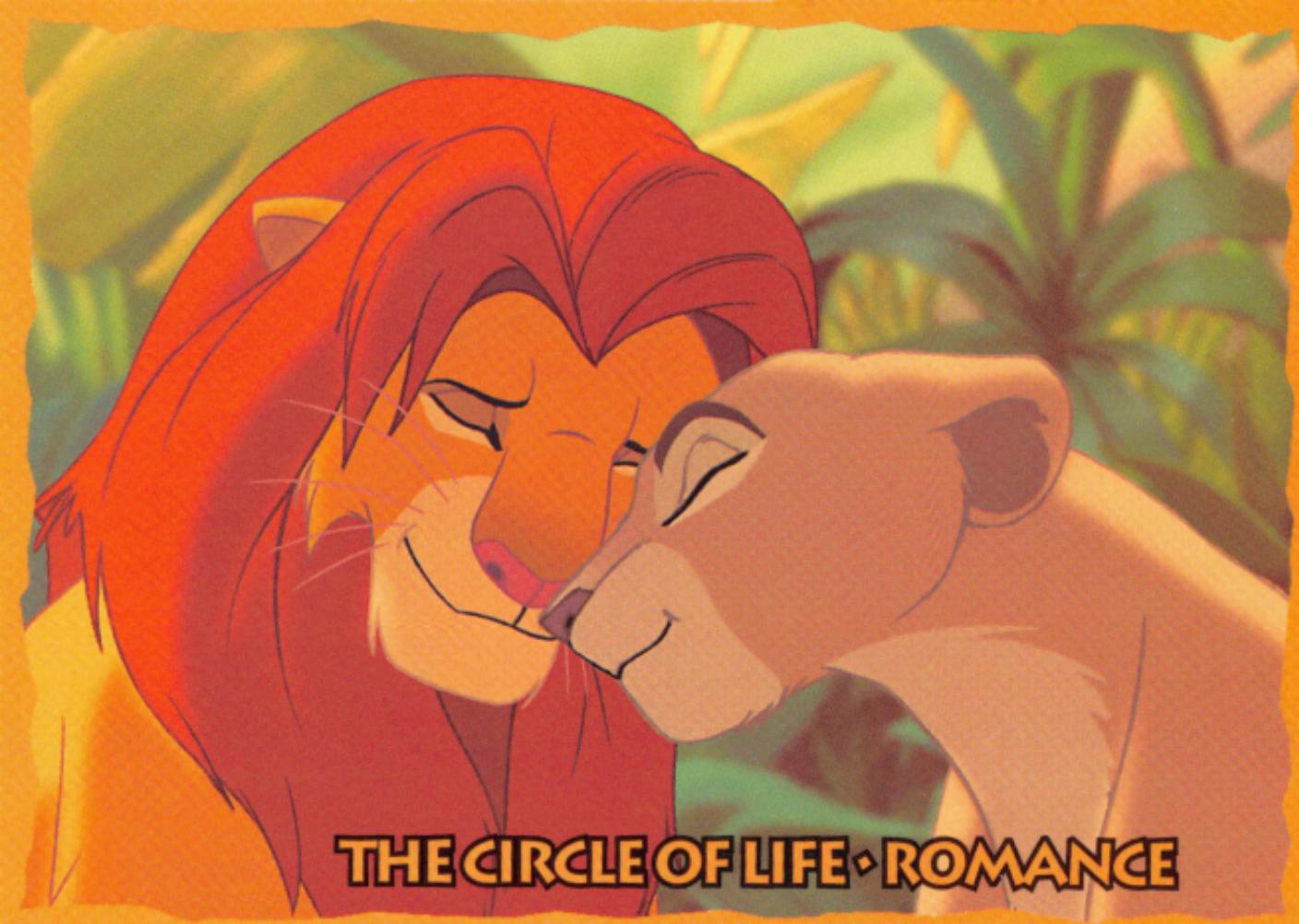


THE CIRCLE OF LIFE • YOUNG SIMBA



DEASTATED BY HIS FATHER'S DEATH, SIMBA RUNS AWAY TO THE JUNGLE. THERE HE MEETS TWO FUNNY NEW FRIENDS, PUMBAA AND TIMON, WHO TEACH HIM "HAKUNA MATATA" — A LIFE WITH NO RESPONSIBILITIES AND NO WORRIES. EVEN THOUGH HE LEADS A CAREFREE LIFE, SOMETHING STILL BOthers SIMBA. HE OFTEN THINKS OF THE LIFE HE LEFT BEHIND.





THE CIRCLE OF LIFE • ROMANCE

A close-up illustration of Simba and Nala resting together. Simba, with his large orange mane, is lying down with his eyes closed. Nala, with her red and orange fur, is resting her head against Simba's shoulder. They are surrounded by green foliage.

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TIME CHANGES ALL THINGS, AND WHEN
NALA AND SIMBA MEET AGAIN,
HER SPUNKY CUTENESS HAS RIPENED INTO
SLEEK TAWNY BEAUTY, HER CHILDLIKE
BRAVADO HAS BECOME TRUE COURAGE,
AND THEIR FRIENDSHIP HAS DEEPENED
INTO LOVE.

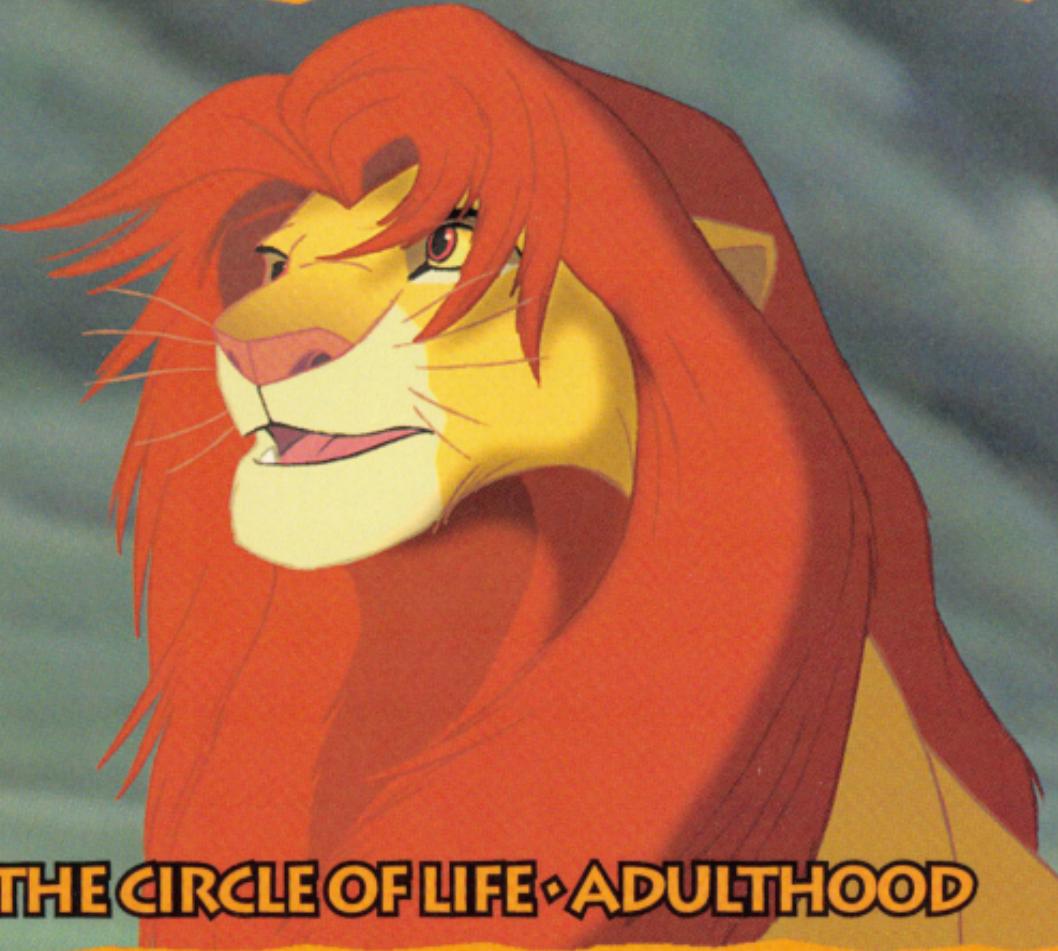


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THE CIRCLE OF LIFE • ADULTHOOD



WITH THE HELP OF HIS CHILDHOOD LIONESS PAL, NALA, SIMBA SEIZES HIS DESTINY AND EMBRACES ADULTHOOD WITH A MIGHTY ROAR. TREKKING HOME, SIMBA MAKES HIS WAY TO THE PRIDE LANDS, TO TAKE HIS PLACE IN THE CIRCLE OF LIFE AND CLAIM HIS RIGHTFUL PLACE AS KING.





THE CIRCLE OF LIFE · REBIRTH



TIME PASSES...ONCE AGAIN, RAFIKI
BLESSES A NEWBORN CUB. IT IS
SIMBA AND NALA'S SON. THE CIRCLE OF
LIFE HAS BEEN BOTH COMPLETED AND
BEGUN AGAIN.

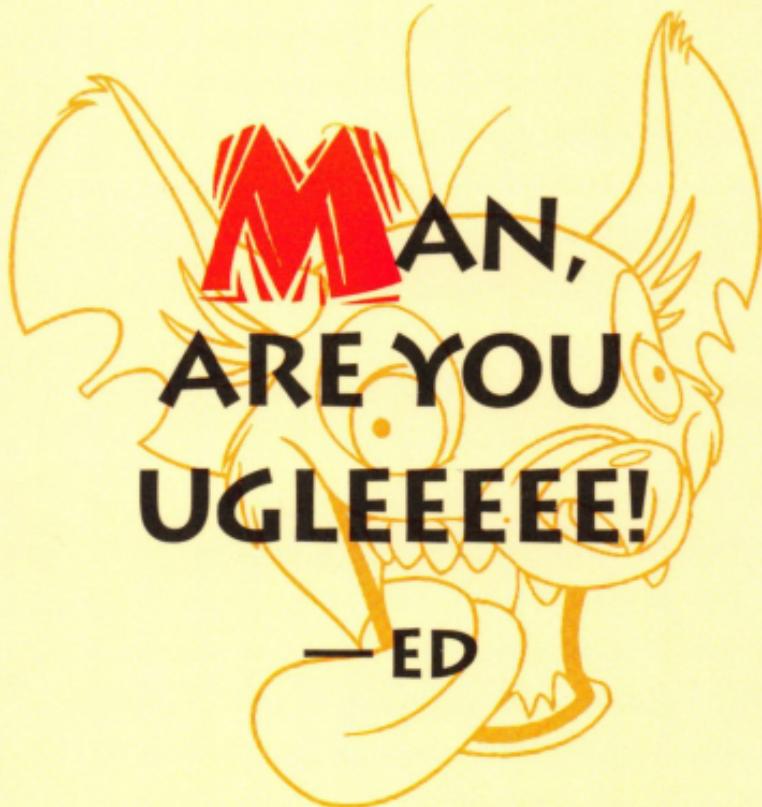


**MAN,
ARE YOU
UGLEEEEEE!**

-ED



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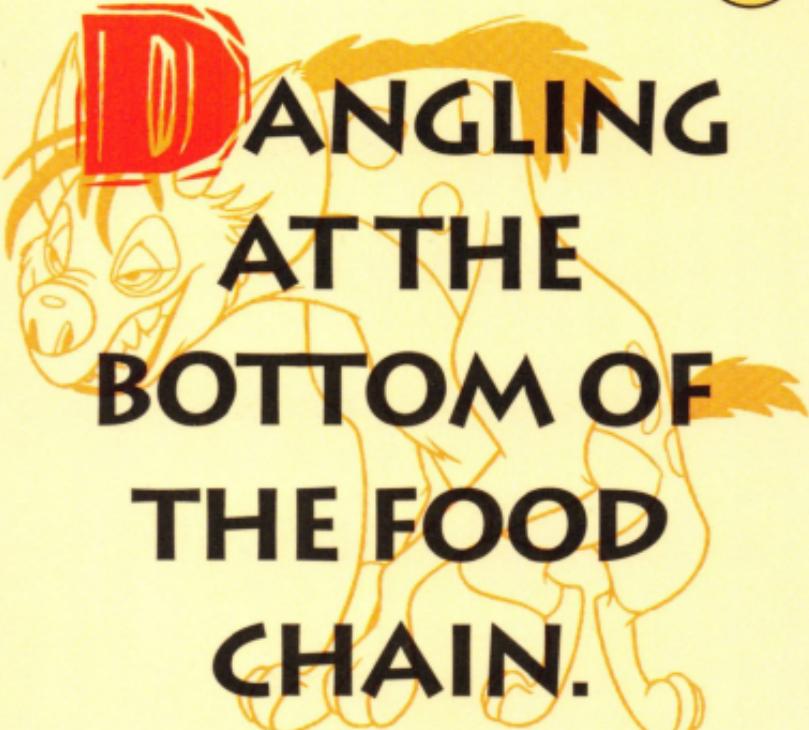
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**DANGLING
AT THE
BOTTOM
OF THE
FOOD
CHAIN.**

- SHENZI



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DANGLING
AT THE
BOTTOM OF
THE FOOD
CHAIN.

— SHENZI



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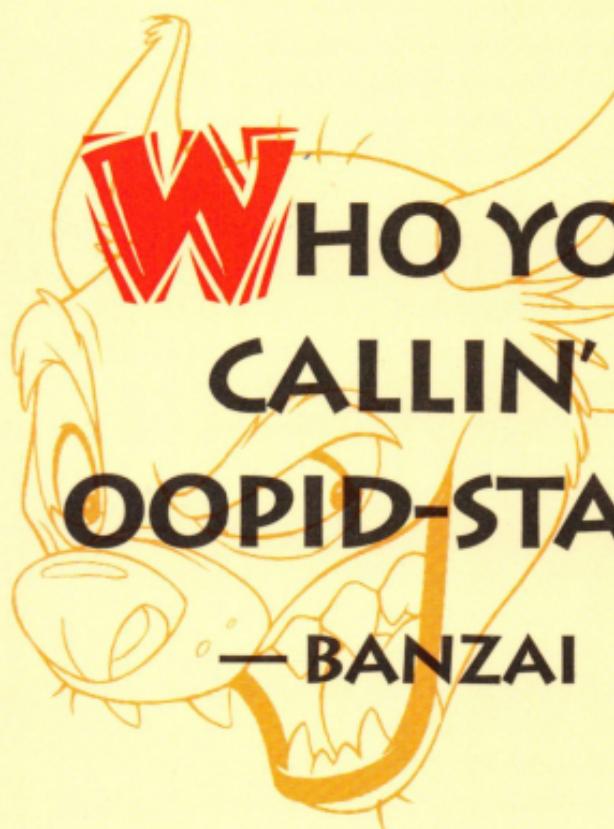
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**WHO
YOU
CALLIN'
OOPID-
STAY?**

- BANZAI



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WHO YOU
CALLIN'
OOPIID-STAY?

— BANZAI

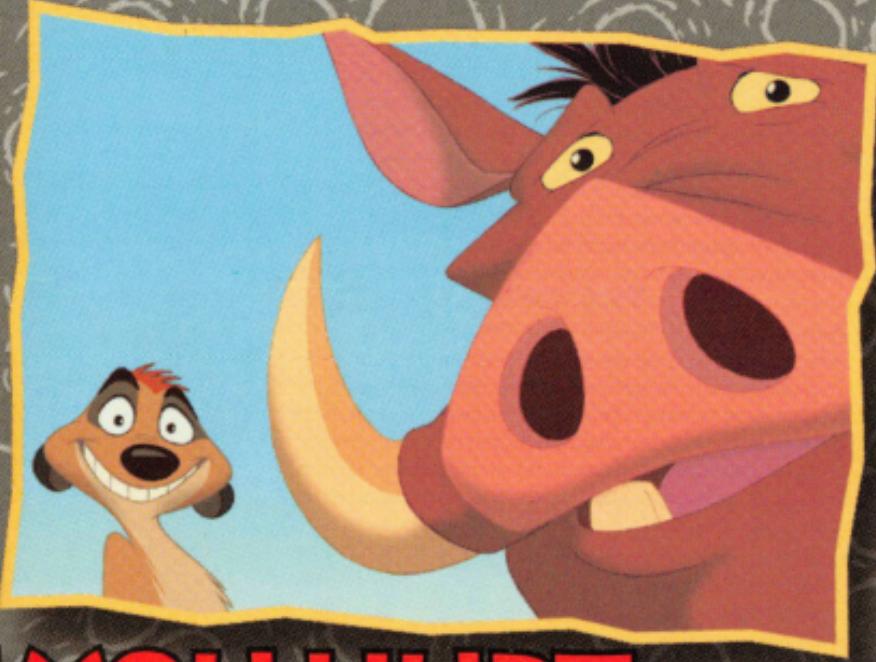


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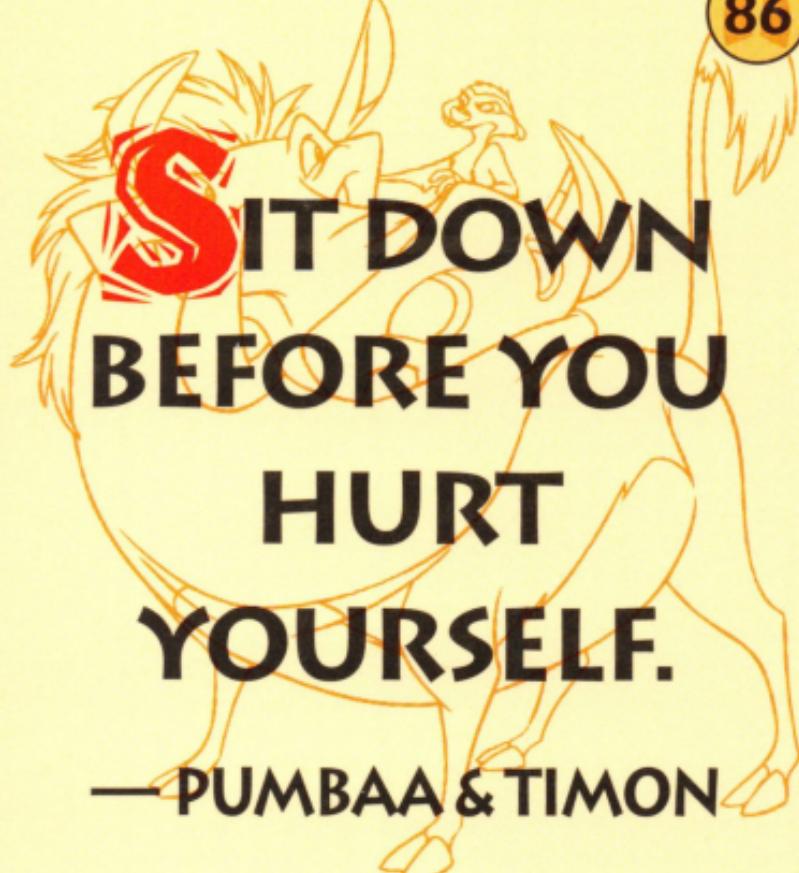
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**SIT
DOWN
BEFORE YOU HURT
YOURSELF.**



- PUMBAA & TIMON

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SIT DOWN
BEFORE YOU
HURT
YOURSELF.

—PUMBAA & TIMON



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MOOO
OOOO
OOVE
IT!

-TIMON



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**HOME IS
WHERE
YOUR
RUMP
RESTS.**

— PUMBAA



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HOME IS
WHERE YOUR
RUMP RESTS.

— PUMBAA



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CHECKLIST CARD A

- 01 ♦ A TALE OF COURAGE, ADVENTURE AND HUMOR
- 02 ♦ ANIMALS AND BIRDS STIR
- 03 ♦ THE ANIMALS WAIT
- 04 ♦ THE CEREMONY IS ABOUT TO BEGIN
- 05 ♦ RAFIKI LIFTS SIMBA FOR ALL TO SEE
- 06 ♦ "DON'T TURN YOUR BACK ON ME!"
- 07 ♦ EVERYTHING THE LIGHT TOUCHES IS OUR KINGDOM
- 08 ♦ THE FORBIDDEN ELEPHANT GRAVEYARD
- 09 ♦ EAGER FOR ADVENTURE
- 10 ♦ "I JUST CAN'T WAIT TO BE KING."
- 11 ♦ THE GETAWAY
- 12 ♦ A SPECTACULAR ZEBRA SALUTE
- 13 ♦ A BRIGHTLY-COLORED PYRAMID
- 14 ♦ TOWARD THE ELEPHANT GRAVEYARD
- 15 ♦ A SPOOKY SIGHT TO BEHOLD
- 16 ♦ "I LAUGH IN THE FACE OF DANGER."
- 17 ♦ A TRIO OF VICIOUS, WISE-CRACKING HYENAS
- 18 ♦ "DID WE ORDER THIS DINNER TO GO?"
- 19 ♦ TRAPPED!
- 20 ♦ A MIGHTY ROAR ERUPTS
- 21 ♦ "DAD, I'M ... I'M SORRY."
- 22 ♦ "THE KINGS WILL ALWAYS BE THERE TO GUIDE YOU."
- 23 ♦ SCAR SINGS OF HIS PLAN
- 24 ♦ A SURPRISE TO DIE FOR
- 25 ♦ SIMBA RUNS FOR HIS LIFE
- 26 ♦ MUFWASA PLUNGES INTO THE GORGE
- 27 ♦ "HOLD ON!"
- 28 ♦ MUFWASA CATCHES SIMBA



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- 29 ♦ MUFASA DISAPPEARS
- 30 ♦ MUFASA FEARS FOR HIS LIFE
- 31 ♦ "LONG LIVE THE KING."
- 32 ♦ "NOOOOOOOO!"
- 33 ♦ SIMBA RUNS AWAY
- 34 ♦ ESCAPE FROM THE HYENAS
- 35 ♦ PIN CUSHIONS AND CACTUS BUTTS
- 36 ♦ SCAR ASSUMES THE THRONE
- 37 ♦ BUZZARDS FLY OVERHEAD
- 38 ♦ "JEEZ, IT'S A LION!"
- 39 ♦ HAKUNA MATATA
- 40 ♦ A JUNGLE PARADISE
- 41 ♦ FRESH OUT OF ZEBRA
- 42 ♦ THE FINE ART OF EATING BUGS
- 43 ♦ THE GREAT KINGS OF THE PAST
- 44 ♦ IT IS TIME
- 45 ♦ RUN FOR YOUR LIFE
- 46 ♦ IT'S NALA!
- 47 ♦ "YOU WOULDN'T UNDERSTAND."
- 48 ♦ "YOU SAID YOU'D ALWAYS BE THERE..."
- 49 ♦ AN ODD LITTLE VOICE SINGS
- 50 ♦ "I KNOW YOUR FATHER."
- 51 ♦ "HE LIVES IN YOU."
- 52 ♦ "REMEMBER WHO YOU ARE."
- 53 ♦ SIMBA MARCHES TOWARD HIS DESTINY
- 54 ♦ FORCED TO HUNT FOR FOOD
- 55 ♦ THERE IS NO FOOD
- 56 ♦ SIMBA IS REVEALED

 Disney's
THE
LION KING

CHECKLIST CARD B

- 57** ♦ "I'M A LITTLE SURPRISED TO SEE YOU—ALIVE."
- 58** ♦ EITHER STEP DOWN AS KING OR FIGHT
- 59** ♦ "IT WAS AN ACCIDENT."
- 60** ♦ A BLAST OF FURY
- 61** ♦ A LARGE ROAR GROWS
- 62** ♦ "EEEEEE-YAAAAAA!"
- 63** ♦ TO A PACK OF HUNGRY HYENAS BELOW
- 64** ♦ SIMBA TAKES HIS PLACE IN THE CIRCLE OF LIFE
- 65** ♦ A NEW LION KING IS BORN

CHARACTER CARDS

- 66** ♦ SIMBA
- 67** ♦ MUFASA
- 68** ♦ SARABI
- 69** ♦ NALA
- 70** ♦ SCAR
- 71** ♦ ZAZU
- 72** ♦ RAFIKI
- 73** ♦ TIMON
- 74** ♦ PUMBAA
- 75** ♦ HYENAS

THE CIRCLE OF LIFE

- 76** ♦ BIRTH
- 77** ♦ CHILDHOOD
- 78** ♦ LOSS
- 79** ♦ YOUNG SIMBA
- 80** ♦ ROMANCE
- 81** ♦ ADULTHOOD
- 82** ♦ REBIRTH



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ANIMAL HUMOR

- 83 ♦ MAN, ARE YOU UGLEEEE!
- 84 ♦ DANGLING AT THE BOTTOM OF THE FOOD CHAIN
- 85 ♦ WHO YOU CALLIN' OOPID-STAY?
- 86 ♦ SIT DOWN BEFORE YOU HURT YOURSELF
- 87 ♦ MOOOOOOOOOVE IT!
- 88 ♦ HOME IS WHERE YOUR RUMP RESTS.
- 89 ♦ CHECKLIST A
- 90 ♦ CHECKLIST B

LENTICULAR HOLOGRAM CARDS

- L1 ♦ "I NEVER GET TO GO ANYWHERE!"
- L2 ♦ FUTURE KING OF THE JUNGLE

FOIL-EMBOSSED CHARACTER CARDS

- F1 ♦ SIMBA
- F2 ♦ MUFASA
- F3 ♦ NALA
- F4 ♦ SCAR
- F5 ♦ RAFIKI
- F6 ♦ ZAZU
- F7 ♦ PUMBAA
- F8 ♦ TIMON
- F9 ♦ SHENZI, BANZAI AND ED

POP-UP CARDS

- P1 ♦ SIMBA — I JUST CAN'T WAIT TO BE KING!
- P2 ♦ RAFIKI — CIRCLE OF LIFE
- P3 ♦ MUFASA — REMEMBER WHO YOU ARE.
- P4 ♦ BANZAI — WHO YOU CALLIN' OOPID-STAY?
- P5 ♦ SCAR — THE EVIL UNCLE



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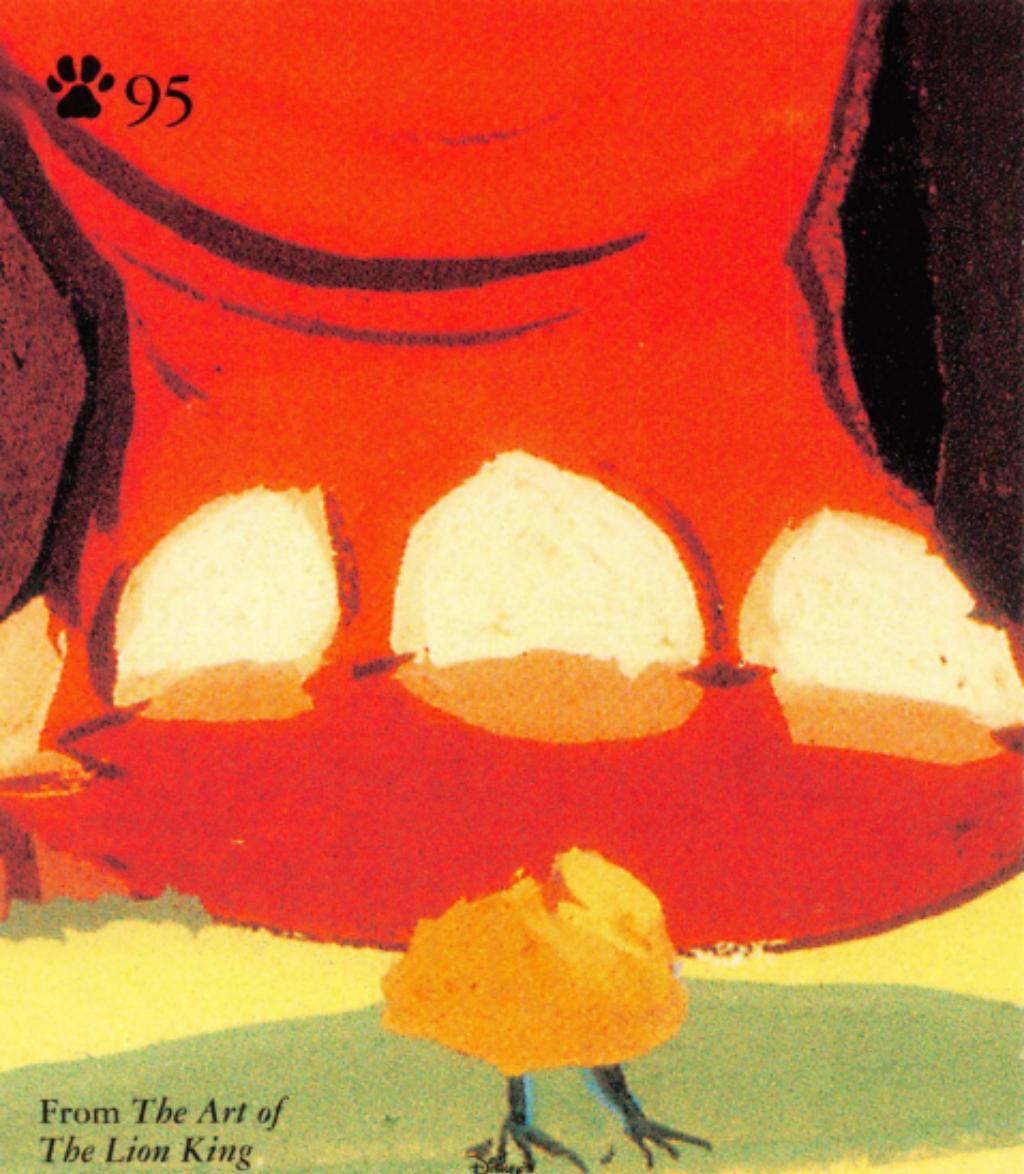
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